Supreme Court U.S.
FILED
(3)
JUL 13 2004
OFFICE OF THE CLERK

04 69
No. _____

In the
Supreme Court of the United States

AGNES BERNARDO, et al.,

Petitioners,

v.

PLANNED PARENTHOOD FEDERATION OF AMERICA. et al.,

Respondents.

On Petition for a Writ of Certiorari to the Supreme Court of California

Volume 2 of 2 of the Appendix
PETITION FOR WRIT OF CERTIORARI

RICHARD THOMPSON
Counsel of Record
EDWARD L. WHITE III
PATRICK T. GILLEN
STUART FAGAN
THOMAS MORE LAW CENTER
24 FRANK LLOYD WRIGHT DRIVE
P.O. BOX 393
ANN ARBOR, MI 48106
(734) 827-2001

Counsel for Petitioners

Becker Gallagher Legal Publishing, Inc.
800.890.5001

Appendix I

Exhibit 10 . . . . . 112a

Exhibit 11 . . . . . 180a-230a

Appendix II

Exhibit 11 . . . . . 231a-455a

Exhibit 12 . . . . . 456a

Exhibit 13 . . . . . 483a

Exhibit 14 . . . . . 512a

[000072]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Schedule-A (Form-990), Part IV-A, Line 26- B
06/30/00

SCHEDULE- O

2% of 1995-1998

	$	4,215,000
		5,000,000
		4,005,000
Total		13,220,000
Less: 1 X 3,054,339 (Line 26a)		3,054,339
Excess Amount	$	10,165,661

NOT OPEN TO THE PUBLIC INSPECTION

[000073]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part I, Line l(d)
06/30/00

SCHEDULE- A

Contributors whose gifts were more than 2% of total gifts on line l(d):

Line l(d): $ 46,820,465
2%

936,409

$ 2,200,000

4,350,000

2,400,827

9,237,050

NOT OPEN TO PUBLIC INSPECTION

[000074]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part I, Line 8A & 8B
06/30/00

SCHEDULE- B

Total Sales *	$	18,213,606
Less: Cost Basis		17,031,635
Net Gain/Loss	$	1,181,971

* Sales of Publicly Traded Marketable Securities.

[000075]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV, Line 54
06/30/00

SCHEDULE- C

Schedule of Investments & Securities

	2000
Cash & Liquid Investment Funds	2,861,275
U.S. Government Obligations	19,581,503
Common and Preferred Stock	23,771,188
Municipal Bonds	316,834
Corporate Bonds	6,117,898
Other	1,018,117
Total	53,666,815

[000076]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part 1, Line 20
06/30/00

SCHEDULE D

Other Changes in Fund Balances

Change in value of split-interest agreements		$ 47,870
Gain on beneficial interest in perpetual trust		433,805
Net realized & unrealized gains & losses		2,597,193
Total	$	3,078,868

[000077]

See Foldout Exhibit

Planned Parenthood Federation of America, Inc.
Statement of Financial Expenses
Year Ended June 30, 2000
(with comparable totals for the year ended June 30, 1999

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. **#13-1644147** **SCHEDULE - E**

Statement of Functional Expenses

Year ended June 30, 2000 **Form 990, Parts II & III**

(with comparative totals for the year ended June 30, 1999

	Total Expenses		1999				
			Program Services			Supporting Services	
	1999	2000	Grants and Service to Affiliates U.S.A	Service to Field of Family Planning	Int'l Assistance & Family Planning	Management and General	Fund Raising
Salaries, payroll taxes, etc	$ 13,225,484	16,241,083	6,119,063	4,782,539	1,196,043	2,762,286	1,381,152
Employee health and retirement benefits	1,278,418	1,694,424	669,094	473,504	146,599	265,175	140,052
Total employee compensation	14,503,902	17,935,507	6,788,157	5,256,043	1,342,642	3,027,461	1,521,204
Professional fees & contract service payments	6,531,284	6,513,088	1,438,266	3,444,043	111,551	435,841	1,083,387
Supplies	366,603	461,030	179,254	121,976	28,221	81,712	49,867
Shipments of commodities and supplies	655,758	486,741	319,255	0	167,486	0	0
Telephone and telegraph	636,168	952,248	546,570	240,192	44,080	40,053	81,433
Postage and shipping	4,785,536	3,595,990	275,791	1,306,513	45,931	82,264	1,885,491
Occupancy	2,438,038	2,710,450	1,239,025	593,296	219,866	450,838	207,425
Outside printing, artwork, etc.	1,476,613	2,371,487	301,742	1,057,800	18,393	61,318	932,234
Advertising and public service messages	868,172	2,447,768	110,179	2,293,033	2,800	26,728	15,028
Conferences, meetings, travel & subsistence	3,086,251	3,711,073	1,765,763	949,645	320,733	533,820	141,112
Subscriptions and reference publications	241,435	262,377	28,211	183,630	3,126	31,939	15,471
Awards and grants	4,275,688	6,321,734	3,462,268	972,335	1,692,095	48,770	146,266
Repairs and maintenance	471,895	645,191	215,227	188,966	29,179	159,537	52,282
Staff development/training	196,747	169,786	59,617	18,230	1,252	86,776	3,911
Interest, bank, and lock box fees	243,885	328,155	7,388	38,248	2,574	158,121	121,824
Miscellaneous expenses	600,084	557,249	108,435	99,901	30,544	185,503	132,866
tal expenses before amortization and depreciation	41,378,859	49,469,874	16,845,148	16,763,851	4,060,393	5,410,681	6,389,801
Amortization and depreciation	430,995	884,254	226,817	205,248	71,651	249,966	130,572
Total expenses	$ 41,809,854	50,354,128	17,071,965	16,969,099	4,132,044	5,660,647	6,520,373
Add Regional Councils	108,260	100,405	100,405	Part III, Line	Part III, Line	Part II, Column C	Part II, Columi
Less: Amount related to Donated Services	(308,952)	0	0				
			17,172,370	Part III, Line a			
	41,508,361	50,454,533	Part II, Column A				

* List rental expenses.

000077

BEST AVAILABLE COPY

[000078]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
13-1644147

Form 990, Part IV, Line 57B
06/30/00

SCHEDULE- F

Leasehold Improvements and Equipment

Leasehold improvements and equipment at June 30,2000 consist of the fbllowing

	2000
Land	$ 1,040,000
Building	6,684,593
Leasehold Improvement	487,765
Equipment	6,469,724
	14,682,082
Less accumulated depreciation and amortization	(4,788,968)
Total	9,893,114

[000079]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part II, Line 22
06/30/00

SCHEDULE - G

Schedule of Awards & Grants

FPIA Sub-grants	$ 1,677,075
Awards/Grants to Affiliates	2,295,400
Payments to Affiliated Organizations	261,008
Affiliated Share of Contribution	1,836,185
Payment to Affiliates	134,685
Misc. Sub-Grants	117,381
Total	6,321,734

[000080]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV, Line 65
06/30/00

Schedule- H

Other Liabilities

Due to Related Organizations	2,667,402
Amount held for affiliates	2,182,235
Liability under split-interest agreements	4,637,318
Bonds Payable	7,500,000
Total	16,986,955

[000081]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
810 SEVENTH AVENUE, NEW YORK, N.Y. 10019

LIST OF PRESIDENT AND VICE PRESIDENTS

Gloria Feldt 810 Seventh Avenue New York, New York 10019	President & CEO
R. James LeFevre 810 Seventh Avenue New York, New York 10019	Chief Strategic Officer
John Romo 810 Seventh Avenue New York, New York, 10019	Chief Operating Officer
Eve W. Paul 810 Seventh Avenue New York, New York, 10019	General Counsel,Asst. Sec. & V.President Legal Affairs
Beth Otten 810 Seventh Avenue New York, New York 10019	Asst. Secretary
Jeffrey D. Mechanick 810 Seventh Avenue New York, New York 10019	VP Business Support Services/Asst. Treasurer
Larry Moreland 810 Seventh Avenue New York, New York 10019	Chief Financial Officer Asst. Treasurer

Barbara Snow
810 Seventh Avenue
New York, New York 10019
Editor-in-Chief
Dir. Pub. Services

Allie Stickney
810 Seventh Avenue
New York, New York 10019
Vice President
Int'l. Programs

James Minow
810 Seventh Avenue
New York, New York 10019
Vice President
Development

Suellen Craig
810 Seventh Avenue
New York, New York 10019
Vice President
Affiliate Services

Daniel W. Rutberg
810 Seventh Avenue
New York, New York 10019
Vice President
Information Technology

[000082]

Vacant
810 Seventh Avenue
New York, New York 10019
Vice President
Communications

Kate Thomsen
810 Seventh Avenue
New York, New York 10019
Acting Vice President
Medical Affairs

Open
810 Seventh Avenue
New York, New York 10019
Vice President
Public Policy

Desiree Bunch 810 Seventh Avenue New York. New York 10019	VP Human Resources And Org development
Michael McGee 810 Seventh Avenue New York, New York 10019	Vice President Education
Linda Gonzalez 810 Seventh Avenue New York, New York 10019	Vice President Diversity
Jill Cobrin 810 Seventh Avenue New York, New York 10019	Vice President Insurance
Joan Coombs 810 Seventh Avenue New York, New York 10019	Senior Vice President External Programs

Nand Kapoor January 31, 2000

[000083]

CONFIDENTIAL
PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.

OFFICERS

Chairperson	Mary Shallenberger 810 Seventh Avenue New York, New York 10019
Vice Chairperson	Alfredo Vigil, MD 810 Seventh Avenue New York, New York 10019
Treasurer	J. Tyler Pugh 810 Seventh Avenue New York, New York 10019
Secretary	Bobbie Fueri 810 Seventh Avenue New York, New York 10019

Officers & Directors receive no compensation in connection with their services.

[000084]

PPFA BOARD OF DIRECTORS

Sharon W. Allison, Hon. Board
810 Seventh Avenue
New York, New York 10019

Cindy Ashley
810 Seventh Avenue
New York, New York 10019

George Huggins, M.D.
810 Seventh Avenue
New York, New York 10019

Suzanne Cluett
810 Seventh Avenue
New York, New York 10019

Paula A. Johnson, MD
810 Seventh Avenue
New York, New York 10019

Rev. Stephen J. Mather
810 Seventh Avenue
New York, New York 10019

Lee Lee Doyle, Ph.D.
810 Seventh Avenue
New York, New York 10019

Mary Cruz Campo
810 Seventh Avenue
New York, New York 10019

Audrey Bracey Deegan
810 Seventh Avenue
New York, New York 10019

Anita Prez Ferguson
810 Seventh Avenue
New York, New York 10019

Regina J. Jones
810 Seventh Avenue
New York, New York 10019

[000085]

Marcia Ann Gillespie
810 Seventh Avenue
New York, New York 10019

Gregory J. Glover, MD
810 Seventh Avenue
New York, New York 10019

Lucy J. Karl
810 Seventh Avenue
New York, New York 10019

Randall J. Moody
810 Seventh Avenue
New York, New York 10019

Ellen Offner
810 Seventh Avenue
New York, New York 10019

LaDon Love
810 Seventh Avenue
New York, New York 10019

Jon T. Wilcox
810 Seventh Avenue
New York, New York 10019

Susan C. Price
810 Seventh Avenue
New York, New York 10019

Joseph Rauh, MD
810 Seventh Avenue
New York, New York 10019

Jill Vinjamuri
810 Seventh Avenue
New York, New York 10019

Alma Young. MSW, Ed.D.
810 Seventh Avenue
New York, New York 10019

James D. Young
810 Seventh Avenue
New York, New York 10019

Virginia Yrun
810 Seventh Avenue
New York, New York 10019

[000086]

Christine Sorensen
810 Seventh Avenue
New York, New York 10019

Judy N. Tabb
810 Seventh Avenue
New York, New York 10019

CEO Advisors

Scott Blanchard
810 Seventh Avenue
New York, New York 10019

Sylvia Clark
810 Seventh Avenue
New York, New York 10019

Patricio Gonzales
810 Seventh Avenue
New York, New York 10019

Officers & Directors receive no compensation in connection with their services.

[000087]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV-A, Line B-4
06/30/00

SCHEDULE - J

	2000
Change in value of split-interest agreements	47,870
Gain on beneficial interest in perpetual trust	433,805
Total	481,675

[000088]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part VI, Line 80
06130100

SCHEDULE- K

The Federation is related through overlapping boards/common membership to the following organizations:

International Planned Parenthood Federation - tax exempt
Alan Gutttamcher Institute - tax exempt
Planned Protection Insurance Company - taxable*
Planned Parenthood Action Fund, Inc. - tax exempt
Planned Parenthood Foundation - tax exempt

* The federation has also filed an IRS Form 5471 for this entity.

[000089]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
13-1644147

Form 990, Part VI, Line 90
06/30/00

SCHEDULE - L

LIST OF STATES WHERE FORM 990 IS FILED

States	Agency Where Filed

[000090]

ARTICLE II - PURPOSE

We believe that the ability to regulate one's own fertility is a basic human right essential to the emotional, physical, social and economic well-being of the individual, the family, the community, the nation, and the world. Therefore, the purpose of the Federation shall be:

a) To provide leadership:

- in making effective means of voluntary fertility regulation, including contraception, abortion, sterilization, and infertility services, available and fully accessible to all as a central element of reproductive health care;

- in achieving, through informed individual choice, a U.S. population of stable size in an optimum environment;

- in stimulating and sponsoring relevant biomedical, socio-economic, and demographic research;

- in developing appropriate information, education, and training programs;

(b) To support and assist efforts to achieve similar goals in the United States and throughout the world.

Positions and programs adopted in pursuit of the above goals should be constantly reviewed and reevaluated in the light of changing conditions.

The Federation shall not discriminate on the basis of race, color, religion, sex, national origin, age, disability, sexual

orientation, income, marital status, or other bases protected by applicable law.

The Federation reaffirms that where any program with which it is associated becomes tainted with such bias, it will vigorously and promptly disassociate the Federation from it.

[000091]

ARTICLE III - MEMBERSHIP

The Federation is a membership organization. Each organization which has been found by the PPFA Board of Directors to have fulfilled the requirements set forth in the Standards of Affiliation (Article XIV) and which has been certified by the Board of Directors as an Affiliate (Article V, Section 6.1) shall have three memberships. Each member of the Board of Directors selected in accordance with Article V, Section 2 shall have one membership.

The retention by an Affiliate of its memberships shall depend upon continuing conformity with the Standards of Affiliation (Article XIV), and may be terminated by the Board of Directors pursuant to Article V, Section 6.n.

The Membership as the policy-forming body of the Federation. It is responsible for approving long-range goals and priorities of the Federation.

The Board of Directors may create such classes of non-voting Associate Membership as it may consider appropriate.

[000092]

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section 1. Annual and Special Meetings.

a. **Annual Meeting.** There shall be an Annual Meeting of the Membership at such time and place as shall be determined by the Board of Directors.

All business which comes properly before this meeting shall be transacted, including:

- the election of Directors-at-Large and of the Chairperson and other members of the Nominating Committee, to succeed those whose terms have expired and te fill any vacancies.

- any special business of which due notice has been given by the Secretary in the final notice.

- consideration of reports for the closing year.

- review or amendment of the Federation's Bylaws including the Standards of Affiliation in accordance with Article XV.

- determination of the dues formula for National Program Support to be contributed in the ensuing year by all Affiliates-to the Federation.

Any special business of which due notice has not been given by the Secretary may be placed on the agenda for vote at the request of no fewer than three (3) Affiliates from each Region. Materials regarding such special business must be

mailed by such Affiliates to the National Office, each Affiliate, and each member of the PPFA Board of Directors no later than four (4) weeks in advance of the Annual Meeting.

b. Special Meetings. A special meeting may be called at any time by resolution of the Board of Directors or on the written request of those members entitled to cast ten percent (10%) of the total number of votes at a membership meeting. Special meetings shall deal only with matters of business which have been seated in the call to the meeting.

Section 2. Appointment of Delegates by the Affiliates.

Each Affiliate shall be entitled to appoint a voting delegate to represent each of its memberships at the Annual Membership Meeting or at Special Meetings. The Affiliate's chief executive may be a voting delegate. Each Affiliate shall also be entitled to appoint an alternate delegate to represent each of its three memberships at the Annual Membership Meeting or at special meetings in the absence or inability to serve of the voting delegates. A voting delegate (or an alternate delegate) may be authorized by an Affiliate to vote one, two, or three of its memberships, except, however, that the Affiliate's chief executive may not be authorized, as a delegate or an alternate

[000093]

delegate, to vote more than one of the Affiliate's memberships.

Each affiliate shall be entitled to appoint its three (3) delegates and three (3) alternates prior to each annual or special meeting of the membership. Written notice of all

delegate and alternate appointments must be mailed to the Secretary of the Federation postmarked no later than three weeks before the day of the annual membership meeting and two weeks before any special membership meeting. Written notice may also be sent via facsimile (FAX) provided that it is received by the Secretary no later than three business days after the deadline for postmarking notice by mail.

If it becomes necessary to replace a voting delegate with an alternate already appointed as provided above, written notice of the appointment must be received by the Secretary of the Federation no later than noon of the day before the day of the meeting. The alternate shall have all of the rights and shall exercise all of the duties of the voting delegate.

Section 3. Voting.

The voting delegate for each membership of an Affiliate shall have one vote at all meetings of the Membership unless such Affiliate is (i) on probation for failure to submit its annual audit; or (ii) delinquent in payment of its National Program Support; or (iii) it has been placed on administrative probation by the PPFA Board because its audited financial statements report a deficit in expendable net assets; or (iv) its accreditation has been revoked by the PPFA Board of Directors. For this purpose an Affiliate will be considered delinquent if such National Program Support has not been received by the tenth day preceding the day of the Membership Meeting. Each voting delegate may vote in person or by proxy.

Each member of the Board of Directors shall have one (1) vote at all meetings of the Membership and may vote only in person. If a member of the Board of Directors is also an

Affiliate voting delegate, he/she shall have one (1) vote in each capacity.

A proxy may be given by a voting delegate of an Affiliate to the Secretary of the Federation, to a member of the Board of Directors, or to a volunteer voting delegate. Proxies shall be registered with the Secretary of the Federation, or, if the Secretary is absent or unable to serve, with a member of the Board designated by the Chairperson of the Federation by noon of the day before the day of the meeting.

Section 4. Quorum.

A quorum at all meetings of the Membership shall consist of one-third (1/3) of the total number of votes entitled to be cast at a Membership Meeting. An Affiliate shall be considered present in person or by proxy.

[000094]

All actions of the Membership shall become effective upon a majority of the votes cast by the persons present in person or by proxy and entitled to vote, except as elsewhere provided.

Section 5. Notices.

a. **Annual Meetings.** First notice of the time and place of the Annual Meeting shall be given by the Secretary by mail at least four (4) months in advance to the last known address of each Affiliate. Materials on matters requiring a vote should be mailed to Affiliates as early as possible and shall be mailed at least six (6) weeks in advance of the Annual Meeting. Final notice shall be sent by the Secretary by mail one (1) month in advance of the Annual Meeting to all Affiliates and their delegates. There shall be included with such notice a suitable form of proxy for use by the delegates.

b. **Special Meetings.** Notice of the time and place of all special meetings shall be given by the Secretary by mail, at least four (4) weeks in advance to the last known address of each Affiliate and to each member of the Board of Directors, except that if the meeting is called by written demand of ten percent (10%) of the members entitled to vote, such demand shall be served on the Secretary and

shall specify the date of the meeting, which shall be not less than two nor more than three months from the date of the written demand. Upon receiving the written demand, the Secretary shall promptly give notice of the meeting or, if he or she fails to do so within five business days, any member signing the demand may give such notice. The notice shall contain a specific statement of the purpose or purposes for which the meeting is to be held. No matter not so specified shall be considered at the meeting. There shall be included with the notice of the special meeting a suitable form of proxy for use by the delegates.

Section 6. Action Without a Meeting.

The Membership may also take action without a meeting by written vote, provided the action has been proposed by the Board of Directors. Notice of the proposal shall be sent to each Affiliate and each member of the Board of Directors.

The notice shall specify a period of sixty (60) days from the date on which the notice is mailed, or such longer period as may be fixed by the Board of Directors, within which votes may be cast.

Each Affiliate shall have one vote for each of its memberships unless such Affiliate is (i) on probation for failure to submit its annual audit; (ii) delinquent in payment of its National Program Support as of the final day on which votes may be cast; or (iii) it has been placed on administrative probation by the PPFA Board because its audited financial statements report a deficit in expendable net assets; or (iv) its accreditation has been revoked by the PPFA Board of Directors. Each member of the Board of Directors shall have one vote.

[000095]

Votes shall be in writing and shall be sent by mail or telegram or fax or otherwise delivered to the principal office of the Federation for the attention of the Secretary, and shall be deemed to have been cast on the date on which they are received at that office.

If, by the end of such sixty (60) day period, or such longer period as may have been fixed by the Board of Directors, two-thirds (2/3) of the eligible votes shall be cast in favor of the proposed action, such action shall be approved.

[000096]

ARTICLE V - BOARD OF DIRECTORS

Section 1. Management.

The management of the Federation shall rest with the Board of Directors which may delegate the execution of its programs to appropriate officers and committees.

Section 2. Composition, Election and Tenure.

a. Other than the representative of ACEC, only volunteers shall be members of the Board of Directors. The Board of Directors shall consist of twenty-nine (29) voting members including sixteen (16) members elected by the Membership; three Directors from each of the three Regions, two of whom are selected by the Region, and one of whom is chosen by the National Nominating Committee from among a panel proposed by his/her Region and elected by the Membership; the Chairperson

of PPFA; one (1) member selected by ACEC; one (1) member selected by AGI; and one (1) member selected by NMC.

Directors (excluding the ex-officio directors) shall be divided into three groups; at each Annual Membership Meeting, a new group, numbering approximately one third (1/3), shall be elected.

Whenever, by reason of amendment to the Bylaws, the number of Directors shall be reduced, all Directors then serving shall remain in office for the balance of the terms for which they were elected, and as the term of each group then in office expires, a new group shall be elected in accordance with the new Bylaw provisions, so that the reductions in number shall be phased in.

After submission to the Membership by the National Nominating Committee of nominations for elected Directors, other nominations for elected Directors shall be accepted no later than three (3) weeks before the date of the election, provided that, by such date, the consent of each nominee is obtained and each nomination is endorsed by at least three (3) Affiliates from each Region. The names of the nominees which biographical data and the names of the Affiliates by which they are nominated must be sent by the nominators to the National Office, each Affiliate and each member of the PPFA Board of Directors. A written ballot shall be required when more than one candidate has been proposed for an office.

The representatives of AGI, NMC, and ACEC shall each serve for a one (1) year term, and each of them may be designated tc serve up to five (5) additional consecutive one-year terms. Directors elected by the Membership (or, in the

case of a vacancy, elected by the Board) or selected by the Regions shall serve terms of three (3) years, and each of them may serve one additional three year term. No Director shall be designated or elected for any term which would result in more than six (6) consecutive full years as a Director, except that: (i) the Chairperson may serve as an ex-officio member of the Board in accordance with provisions of Article VI, Section 2, and (ii) a

[000097]

Director elected for an unexpired term of less than six (6) months shall be eligible to serve two (2) additional terms.

A Director who has served six (6) consecutive years is not eligible for reelection for a period of one year following completion of his/her sixth year of service.

The terms of Directors shall begin at the end of the Annual Meeting of the Membership except when vacancies are filled, and shall end when their successors are elected.

A Director may be removed, with or without cause, by a vote of the Membership.

Vacancies of Directors elected by the Membership may be filled in accordance with Article VII, Section 2.b.7. Vacancies among Regionally selected Directors may be filled in accordance with the procedures governing the respective Regions.

The Chairperson shall, following completion of his or her term, be an honorary member of the Board of Directors for one year.

b. The National Nominating Committee shall nominate and the Membership shall elect three persons who are Chief Executives of Affiliates to act as non-voting Advisors to the Board to serve for a term of one year beginning at the end of the Annual Meeting of the Membership. An Advisor shall be eligible to serve up to five (5) additional one-year terms. Any Advisor who has served six terms shall not be eligible for re-election for a period of one year following completion of his/her terms. In the event any such person ceases to be the Chief Executive of an Affiliate during the term, the vacancy shall be filled in accordance with Article VII, Section 2.b.7.

The National Nominating Committee shall receive from ACEC, for election by the Membership, a pool of names of Affiliate Chief Executives to serve as Advisors to the PPFA Board for its regular and special meetings.

Section 3. Meetings.

a. **Regular Meetings.** There shall be at least four (4) and not more than six (6) regular meetings yearly as scheduled by the Board of Directors.

b. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson of the Federation upon his/her own motion or shall be called upon written request of one-third (1/3) of the Directors.

Section 4. Quorum.

A majority of the Directors shall constitute a quorum. In the presence of a quorum, a majority of the Directors in attendance at any meeting of the Board of Directors shall decide its action, except as otherwise provided.

[000098]

Section 5. Notice of Board Meetings.

a. **Regular Meetings.** Notice of the time and place of all meetings of the Board of Directors shall be given by the Secretary by mail, one (1) month in advance, to the last known address of each Director.

b. **Special Meetings.** Notice of the time and place of all special meetings of the Board of Directors shall be given by the Secretary by mail, two (2) weeks in advance to the last known address of each D1rector. The notice shall contain a specific statement of the purpose or purposes for which the meeting is to be held. No matter not so specified shall be considered.

Section 6. Powers and Duties.

In addition to the powers and duties conferred and imposed by law or elsewhere in these Bylaws, the Board of Directors:

a. Shall exercise full power and authority to manage the affairs of the Federation, except as otherwise provided in these Bylaws.

b. Shall ensure that the Federation does not engage in any activity which will jeopardize the Federation's federal tax exemption and specifically that the Federation shall not attempt to influence legislation except to the extent permltted by Section 501 or any succeeding or related section of the Internal Revenue Code, nor shall the Federation participate or intervene in any political campaign of any candidate for public office.

c. Shall elect:

(i) the officers specified in Article VI, Section 1 after their nomination by the National Nominating Committee, as provided in Article VII, Section 2.b.6.

(ii) representatives to the Western Hemisphere Region of the International Planned Parenthood Federation in accordance with Article XII.

d. Shall appoint the President as provided for in these bylaws.

e. Shall have the power to remove from office, with or without cause, any elected officer, Committee chairperson, Committee member, or appointee upon the majority vote of the Board of Directors.

f. Shall have the power to remove any member of the Board of Directors who, without adequate reason, fails to attend two (2) Board meetings in a year. The Secretary shall send a notice of such removal, with a copy of this section of the Bylaws, to the Director so affected immediately following action by the Board of Directors.

[000099]

g. Shall consider, modify in its discretion, and act upon the annual budget recommended by the committee which addresses matters related to finance, shall recommend a formula for dues and contributions for Affiliates in support of the Federation, and shall false funds for overall Federation operations with the active cooperation of the Affiliates.

h. Shall recommend long-range goals and Federation-wide objectives for Membership approval, and shall approve a program for the ensuing year through which the National Office addresses these goals and objectives.

i. Shall receive an annual evaluation from the PPFA President on the National Office's performance with respect to the goals and objectives contained in the national program plan.

j. Shall promulgate procedures for all committees of the Board and PPFA.

k. May recommend to the Membership amendments of the Bylaws, including the Standards of Affiliation (Article XIV), and the Policy Statements.

l. Shall receive from the Affiliate Development and Accreditation Committee recommendations for affiliation or renewal of affiliation and, in accordance with the Standards of Affiliation (Article XIV), shall accredit new Affiliates, or renewals of affiliation of previously accredited Affiliates.

m. May create classes of non-voting Associate Membership and promulgate standards not inconsistent with the Standards of Affiliation (Article XIV) for the acceptance of such nonvoting Associate Members.

n. May, upon the recommendation of the Affiliate Development and Accreditation Committee, terminate or place on probation any Affiliate or any provisional Affiliate, in accordance with the Standards of Affiliation (Article XIV).

o. Shall evaluate the performance of the President of the Federation at least every two years.

p. Shall determine the compensation of the President.

q. Shall, in accordance with applicable law, present at the annual membership meeting a financial report verified by the Chairperson and Treasurer or by a majority of the Directors, or by a certified public accountant.

Section 7. Financial Responsibilities of Directors.

Each Director shall make a personal contribution to PPFA and shall participate in the fundraising activities of PPFA.

[000100]

Section 8. Executive Committee.

a. Composition.

The Executive Committee shall consist of the following persons: the Chairperson, who shall chair the Executive Committee; the Chairperson-Elect, if any; the Vice Chairperson; the Treasurer; the Secretary; the Chairperson of ACEC; and one Regionally elected director from each Region, selected by the Region. If he or she is not a current member of the Board, the Chairperson-Elect shall be a non-voting member of the Executive Committee.

b. Duties.

(1) The Executive Committee shall be responsible to the Board of Directors with full power to act in the

operation and management of the Federation if an urgent matter arises between meetings of the Board.

(2) It shall report in writing its actions to the Board of Directors, which shall be asked to ratify its decisions at the next regularly scheduled Board meeting.

c. <u>Meetings and Voting</u>.

The Executive Committee shall meet at the call of the Chairperson of the Federation, or by petition of at least 2 (two) members of the Executive Committee to address urgent matters that may arise between meetings of the Board of Directors. Timely notice of the time and place of all meetings of the Executive Committee shall be given by the Chairperson by telephone or by express mail to the last known address of each member of the Committee. A majority of the members of the Executive Committee shall constitute a quorum and in the presence of a quorum a majority of the members in attendance at any meeting shall decide its action.

Action of the Executive Committee may be taken any time without a meeting by the unanimous written consent of all the voting members of the Executive Committee to a resolution authorizing such action and any action may be so taken which might have been taken at a meeting duly called. Any such action or resolution in writing signed by all the members of the Executive Committee and recorded by the Chairperson in the book containing the records of meetings of the Committee shall have the same force and effect as if unanimously adopted at a meeting of the Executive Committee duly called and held.

[000101]

ARTICLE VI - OFFICERS

Section 1. Elected Officers.

The elected officers of the Federation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate.

Section 2. Election of Officers.

The elected officers shall be selected in accordance with Article V, Section 6.c., at a regular board meeting preceding the Annual Membership Meeting.

a. Chairperson. The term of office of the Chairperson shall be two years. A person may not be elected to serve as Chairperson for more than one term without at least one year intervening between terms. The Chairperson shall continue to serve as a member of the Board irrespective of the expiration of his or her Board term contemporaneously with the beginning of, or during, his or her service as Chairperson.

b. Other. The term of office of each elected officer other than the Chairperson shall be one year and, thereafter, until his or her successor is elected. No person may hold such an elected office for more than three consecutive years.

Section 3. Vacancies.

Any vacancy among the elected officers shall be filled as follows:

a. Chairperson. The Vice-Chairperson shall fill any vacancy in the office of Chairperson. If there is a vacancy in the office of Vice-Chairperson, the Board shall fill that vacancy in accordance with subsection b., below.

b. Other offices. Any vacancy in an office other than that of Chairperson shall be filled by the Board of Directors for the unexpired term of the vacant office. An officer elected to fill a vacancy for an unexpired term of less than six (6) months shall be eligible to serve three (3) additional full terms.

Section 4. Duties of Elected Officers.

a. Chairperson.

(1) The Chairperson shall be the chief officer of the Federation and he/she shall have the powers and shall perform the duties incident to that office.

(2) The Chairperson, in addition to the powers and duties of chief officer, shall:

[000102]

(a) preside at all meetings of the Membership and at all meetings of the Board of Directors and of the Executive Committee;

(b) appoint, from among voting members of the Board, subject to the approval of the Board of Directors, the Chairpersons of all committees except the National Nominating Committee, the National Medical Committee and the committee which addresses matters related to finance;

(c) appoint, subject to the approval of the Board of Directors, such other committees, working groups or advisory councils as are deemed necessary, and the members and chairpersons of such committees, working groups, or advisory councils as are deemed necessary by him/her, and the members and chairpersons of such committees, working groups, or advisory councils;

(d) in consultation with the Chairperson of the AGI, appoint to the AGI Board the number of Board members authorized by the special affiliation agreement between PPFA and AGI;

(e) be an ex-officio member of all committees except the National Nominating committee;

(f) Make an annual written report to the Membership;

(g) cause notice to be given of all meetings of the Executive Committee as herein provided; and

(h) be responsible for recording the minutes of all meetings of the Executive Committee and causing copies of the minutes to be sent to all Board members and to all Affiliates of the Federation.

b. <u>Vice Chairperson</u>.

(1) The Vice Chairperson shall perform all the duties of the Chairperson in the absence or inability to serve of the Chairperson, or in the event of a vacancy in that office.

(2) The Vice Chairperson shall perform such other functions as shall be assigned to him/her by the Chairperson.

c. <u>Secretary</u>.

(1) The Secretary shall be responsible for recording the minutes of all meetings of the Membership and of the Board of Directors.

(2) He/She shall cause notice to be given of all meetings of the Membership and of the Board of Directors, as herein provided.

[000103]

(3) He/She shall cause copies of the minutes of the meetings of the Membership and of the Board of Directors to be sent to all Board members and to all Affiliates of the Federation.

d. <u>Treasurer</u>.

The Treasurer shall be responsible for all matters related to the finances of the Federation and shall chair the committee of the Federation which addresses such matters.

Section 5. Staff Officers.

a. Appointment by the Board.

The Board shall appoint the President, who serves as PPFA's chief executive officer and who shall be responsible to the Board.

b. Duties.

The President shall be responsible to the Board for the development, planning, and implementation of current and long-range programs and for the development, formulation and interpretation of policies in accordance with the objectives and goals of the Federation. He/She shall report at each meeting of the Board of Directors on developments within the Federation and in other allied fields.

The President shall ensure that all staff perform their duties in support of the National Program Plan and that they are treated in accordance with current Board policy in the course of their employment.

The President may create one or more Vice Presidencies, one of which may be an Executive vice Presidency, one or more Assistant Secretaryships, and one or more Assistant Treasurerships. Each Vice President shall have such duties and areas of responsibility as the President shall designate. Each Assistant Secretary and Assistant Treasurer shall have such duties and areas of responsibility as the President, with prior approval of the Board of Directors, shall designate.

The President may establish such advisory panels and other groups as he/she shall deem necessary, and may appoint the members and chairpersons of such advisory panels and groups.

Section 6. Officers-Elect.

a. Chairperson-Elect.

Not less than eight months prior to the expiration of the term of office of the Chairperson, the Board shall elect the next person to serve as Chairperson, who shall be known as the Chairperson-Elect. Such election shall be held in accordance with the

[000104]

provisions for nomination set forth in these bylaws. The Chairperson-Elect shall serve as a member of the Executive Committee and is authorized to attend all meetings of committees of the Board or the Federation except meetings of the National Nominating Committee. The Chairperson-Elect may contemporaneously hold any other elected office of the Federation.

b. Other Officers.

After election of officers by the Board prior to the Annual Membership Meeting, such officers shall serve as officers-elect from that date until the close of the Annual Membership Meeting, at which time they shall automatically become officers provided that they are then members of the Board of Directors.

[000105]

ARTICLE VII - COMMITTEES

Section 1. Committees.

In addition to the National Nominating Committee (Article VII, Section 2) which reports to the Membership and the Board of Directors, and the National Medical Committee, which reports to the Board of Directors, there shall be committees of PPFA reporting to the Board of Directors which address the following essential functions:

- o resources acquisition and distribution (including matters related to finance, audit, resources, budget, National Program Support, and fundraising); and

- o affiliation (including matters related to accreditation and development).

The Board of Directors may also create such other committees of PPFA as it deems necessary. All committees shall be representative of the diverse geographic regions and racial and ethnic populations of this country.

Section 2. National Nominating Committee.

a. Composition and Tenure.

The NNC shall be composed of at least eight (8) but not more than eleven (11) members and a Chairperson, all voting members elected in accordance with Article IV, Section 1.a. At least five (5) of these members, including the Chairperson, shall be elected from the voting members of the Board of Directors, and three (3) shall be composed of one (1)

Regional Council Nominating Committee member from each Region. The NNC should be representative of the diverse racial and ethnic populations of this country and, as such, nominations may be made only in accordance with the following guidelines:

(1) The National Nominating Committee shall develop a list of names and will accept names for members of the Nominating Committee for the following year from all sources, including the Regions. From those names, the NNC will nominate four (4) members from the Board of Directors, at least one of whom must be a Person of Color, as defined in Article XIX - DEFINITIONS, below, one member from each of the Regional Council Nominating Committees, and a Chairperson.

(2) After preparing such nominations, the National Nominating Committee will examine the ethnic composition of the slate for the next year's National Nominating Committee. If fewer than one-third (1/3) of the slate is composed of Persons of Color, then the NNC shall nominate one, two, or three additional Persons of Color so that not less

[000106] than one-third (1/3) of the slate proposed to the Membership for the following year's NNC is comprised of Persons of Color.

Nominations for Chairperson of the Nominating Committee and the non-regionally elected members of the Nominating Committee to serve for the ensuing year shall be made by the Nominating Committee.

Other nominations for these positions shall be accepted no later than three weeks before the date of the election, provided the consent of each nominee is obtained in advance and that each nominee is endorsed by at least three Affiliates from each Region. The names of the nominees with biographical data and the names of the Affiliates by which they are nominated must be sent by the nominators to the National Office, each Affiliate and each member of the PPFA Board of Directors. A written ballot shall be required when there are more candidates than vacancies.

Members shall be elected for one (1) year, and may be re-elected to serve for not more than two (2) additional years. A member elected to fill a vacancy for an unexpired term of less than six (6) months shall be eligible to serve for three (3) additional years.

The NNC shall elect a Vice Chairperson who shall perform all the duties of the Chairperson in the absence or inability to serve of the Chairperson.

Vacancies among the non-regionally designated members of the Nominating Committee shall be filled by the Board of Directors in accordance with Article VII, Section 2.b. (7).

b. **Duties.**

(1) The Nominating Committee shall prepare and submit to the Annual Membership Meeting a slate for members of the Board of Directors, pursuant to Article V, Section 2, and a slate for Chairperson and non-regionally elected members of the Nominating Committee for the ensuing year.

(2) It shall evaluate present non-regionally elected members of the Board of Directors before they are proposed for re-elect ion.

(3) It shall send a request to each member of the Board of Directors, to each Affiliate and to each Regional Council eight (8) months prior to the Annual Membership Meeting for names of persons to be considered as candidates for Board members and candidates for the NNC. It shall also send a request to the NMC, the Board of Directors of AGI, and ACEC for the names of their designated candidates.

[000107]

(4) It shall be responsible for outlining to prospective members of the Board of Directors and of the Nominating Committee the duties they will be asked to undertake.

(5) The NNC, six (6) weeks prior to the Annual Membership Meeting, shall send to each Affiliate and to each member of the Board of Directors, the proposed slate of nominations for Directors-at-Large and Directors nominated from the panels proposed by each of the three Regions, and for non-regionally designated members of the NNC. Biographical material on each nominee for the Board of Directors and for the NNC shall be included.

(6) At a regular Board Meeting preceding the Annual Membership Meeting, it shall submit nominations for all officers to the Board and shall notify the

Membership. The persons so nominated may attend all meetings of the Board, the Executive Committee, and the meetings of all committees of the Federation. Nothing contained in this subsection shall be deemed to grant to any person so selected the right to vote at any meeting where such person would not otherwise have a vote, or to require the election of that person by the Board of Directors elected at the Annual Membership Meeting.

(7) At any subsequent meeting of the Board, it shall submit nominations to fill any vacancies occurring among the officers, non-regionally elected directors, Chairperson of the NNC, non-regionally designated members of the NNC, and non-voting Chief Executive Advisors to the Board.

(8) At least three (3) months in advance of the Annual Membership Meeting, it shall make its nomination of the person to serve as Chairperson of the Federation and notify the Membership. The person so nominated may attend all meetings of the Board, the Executive Committee and the meetings of all committees of the Federation. Nothing contained in this subsection shall be deemed to grant to the person so selected the right to vote at any meeting where such person would not otherwise have a vote, or to require the election of that person by the Board of Directors elected at the Annual Membership Meeting.

(9) It shall consult with the Chairperson of the Federation on suggestions for Chairpersons of National Committees to be appointed by him/her

and on representatives to the Western Hemisphere Region Council of the International Planned Parenthood Federation, as provided for in the governing documents of that organization.

Section 3. Other Committees.

The composition of the Affiliate Development and Accreditation Committee shall include one member selected by each Regional Council from among the members of the Board of Directors elected from that Region.

[000108]

Section 4. Committee Meetings.

With the consent of the committee Chairperson, any one or more members of any committee, including the Executive Committee, may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

[000109]

ARTICLE VIII - REGIONS OF THE FEDERATION

The Board of Directors shall divide the country into three Regions, Eastern, Central, and Western, according to the community of interests in the states which compose each Region.

Each Region shall be a division of the Federation operating under the Federation's Bylaws and supervision, with such staff as the President deems necessary.

The purpose of the Regions is to support the mission of PPFA. A Region's primary functions shall include:

- Providing a forum for discussion and action on matters of concern to Affiliate staff and volunteers;
- Identifying, developing, sustaining, and recognizing volunteers at all levels of Planned Parenthood;
- Serving as a communications link between Affiliates and PPFA, among Affiliates, and among volunteers;
- Identifying and nominating individuals for service on the PPFA Board and committees;
- Furthering the Federation's efforts at achieving diversity throughout the organization;
- Initiating programs in support of volunteers and coordinating activities with other Regions.

Each Region shall have a Regional Council operating under its own rules. Each Regional Council shall elect two (2) persons to serve on the Board of Directors for a term of three (3) years. In addition, each Regional Council shall propose a panel of two (2) to four (4) candidates for the third Board of Directors position representing the Regions in accordance with Article V, Section 2. Each panel of candidates shall

include at least one Person of Color as defined in Article XIX - DEFINITIONS. Each Regional Council shall provide the NNC with the names of and information about its panel of candidates at least four (4) months before the Annual Meeting. Each Regional Council shall notify the NNC of any vacancy in the position of Regionally elected Director or Regionally-based director elected nationally (collectively referred to as "Regionally selected" directors). The appropriate Regional Council shall designate a new person to fill any vacancy in the position of Regionally elected director in accordance with the procedures governing that Region. The NNC, following consultation with the Chairperson of the Regional Nominating Committee, shall designate a new person to fill any vacancy in the position of Regionally-based director elected nationally, giving consideration to the remaining members of the panel proposed by the Regional Council.

The Chairperson of PPFA in consultation with the Regional Chairs shall designate a volunteer voting representative to each committee of PPFA except NNC and the Board Policy Monitoring Committee.

[000110]

ARTICLE IX - AFFILIATE CHIEF EXECUTIVES COUNCIL

There shall be an Affiliate Chief Executives Council of Planned Parenthood, which shall have the right in consultation with the PPFA chairperson to designate a voting representative to each committee of PPFA except the NNC and the Board Policy Monitoring Committee.

[000111]

ARTICLE X - POLICYHOLDERS COUNCIL

There shall be a Policyholders Council directly responsible to the Membership whose composition, tenure and duties shall be as follows:

Section 1. Composition and Tenure.

The Council shall consist of eleven (11) members, including:

The PPFA Treasurer.

The ADA Committee Chairperson.

Four (4) Affiliate Chief Executives designated by the ACEC Chair. Their term of appointment shall be two (2) years and they may serve no more than two (2} consecutive terms.

Two (2) volunteers designated by the PPFA Board Chairperson from the Board of Directors. Their term of appointment shall be one (1) year. They may be reappointed to serve a total of not more than three (3) consecutive terms.

Three (3) volunteers elected by the eight (8) other members of the Policyholders Council. These volunteers preferably shall have a background and expertise in insurance/risk management. Their term of election shall be two (2) years. They may serve no more than two (2) consecutive terms.

All terms shall commence at the first meeting following the Annual Meeting.

Section 2. Duties.

a. The Policyholders Council shall have the final authority with respect to all matters pertaining to the National Insurance Program.

b. The Policyholders Council shall have authority over all matters pertaining to nomination and election of its Chairperson, Vice Chairperson, non-PPFA Board volunteer members, and the U.S. Directors of the Planned Protection Insurance Company, Limited.

c. The Policyholders Council shall report to the Membership at least annually.

[000112]

ARTICLE XI - FUND FOR THE FUTURE COUNCIL

There shall be a Fund for the Future Council ("FFC") that is responsible for developing and administering an endowment fund for affiliate development called the "Fund for the Future." The Council shall report directly to the PPFA Membership.

Section 1. Composition and Tenure.

The Council shall consist of nine (9) members:

Three (3) Affiliate Chief Executives designated by the ACEC Chair.

Three (3) affiliate volunteers, one designated by each of the three (3) regional councils.

Two (2) volunteers designated by the PPFA Chairperson from among members of the PPFA Board of Directors.

One (1) PPFA staff member selected by the PPFA President.

All nine (9) appointments shall be subject to approval by the PPFA Membership at its annual meeting. Each member shall be appointed to a three-year term, and may be appointed to serve a total of no more than two consecutive terms; no member may be appointed to any term that would result in more than six (6) consecutive full years as a member.

Vacancies in unexpired terms may be filled in accordance with the procedures set forth above for election or selection of Council members. A person who fills an unexpired term shall be eligible to serve one additional full term.

The Council shall have a Chairperson, appointed by the PPFA Chairperson, a vice Chairperson, and such other officers as shall be deemed necessary by the Council, who shall be elected by the members of the Council. Each officer shall serve for a term of one year, and may be appointed or elected to serve a total of no more than three (3) consecutive terms in any one office.

Section 2. Duties.

a. The Council shall develop and administer all aspects of a long-term affiliate development endowment fund, to be called the "Fund for the Future," in accordance with the recommendations authorizing the creation of this fund adopted by the PPFA Membership on 10/21/89. The Council shall:

(1) develop, and coordinate a fundraising plan;

(2) oversee implementation of the fundraising plan;

(3) develop criteria for grant-making;

(4) allocate the fund's income; and

[000113]

(5) monitor the success of the fund.

All contributions solicited and accepted for the Fund for the Future shall be solicited on behalf of Planned Parenthood Federation of America, Inc., and shall be accepted by Planned Parenthood Federation of America, Inc., which, by acceptance of such contributions, shall agree to hold such contributed property in a separate fund subject to the decisions of the Council.

b. The PPFA Board of Directors shall retain final authority with respect to the investment and reinvestment of the assets held in the Fund for the Future. All assets held in the Fund for the Future shall be held in an account or accounts in the name of "Planned Parenthood Fund for the Future" and shall be kept separate from all other funds

belonging to Planned Parenthood Federation of America, Inc. The PPFA Finance Committee shall consult periodically with the FFC concerning the overall strategies of investment.

c. The Council shall define the purpose for which grants will be made for the coming year or years and, each year, shall report to the Membership at its annual meeting. The Council has final authority with respect to all distributions from the Fund for the Future to or for the benefit of particular Affiliates. Notwithstanding the preceding sentence, the Fund for the Future Council shall make distributions from the Fund for the Future only from the income earned on the Fund's assets, which may include income attributable to the appreciation of the Fund's assets. Should the Fund's assets diminish, the Fund for the Future Council may, at its discretion, restore the corpus of the fund by reinvesting earnings or by implementing a new fundraising plan, so long as the plan is approved by all participating organizations, including PPFA and its affiliates.

d. Notwithstanding Article XV of these Bylaws, no amendment may be made to this Article unless such amendment is approved at a meeting of the Membership by a vote of three-fourths (3/4) of the persons present in person or by proxy and entitled to vote. Any provision of this Article, including but not limited to the requirement that income only be distributed from the Fund for the Future, may be amended if such amendment is made in accordance with this subsection.

[000114]

ARTICLE XII - INTERNATIONAL REPRESENTATION

The representatives to the Western Hemisphere Region Council of the International Planned Parenthood Federation provided for in the governing documents of that organization shall be elected by the Board. Representatives shall serve for one (1) year and until their successors are elected; no representative shall serve for more than six (6) successive terms provided, however, that in the event a representative is elected as an officer of the International Planned Parenthood Federation Western Hemisphere Region, Inc., for a term which extends beyond the six (6) year term limit, the term limit, the term limit may be waived each year for additional one (1) year terms, at the discretion of the Board. If any elected representative is not a member of the PPFA Board of Directors, he or she shall serve as an honorary member of the Board.

[000115]

ARTICLE XIII - RESTRICTIONS

1. No employee or volunteer shall have the right to incur debts or other financial obligations on behalf of the Federation without the written authorization of the Board of Directors or of the Executive Committee.

2. No employee or volunteer shall use his/her position with Planned Parenthood to further the manufacture, distribution, promotion or sale of any materials, products or services in which he or she has either direct or indirect financial interest.

3. The Trademarks may be used only in accordance with these Bylaws and only by Affiliates of Planned Parenthood Federation of America, Inc. and Permitted Organizations. Termination of the affiliation of an Affiliate or of the permission of any Permitted Organization terminates authority to use the Trademarks.

4. Each Board member and non-Board Committee member shall comply with the conflicts of interest policy established by the Board.

[000116]

ARTICLE XIV - STANDARDS OF AFFILIATION

PREAMBLE

These standards are intended to assure the quality of Planned Parenthood programs and services, to stimulate the achievement of organizational goals and objectives, to recognize Affiliate accomplishments, and to identify areas for growth and development within she Federation.

Section 1. Authority.

a. The Affiliate Development and Accreditation Committee shall be vested with authority over all matters pertaining to recommendations of affiliation and disaffiliation.

b. The Board of Directors shall accredit Affiliates in accordance with Article V, Section 6.k. or terminate the membership of an Affiliate in accordance with Article V, Section 6.m.

c. The Affiliate Development and Accreditation Committee may grant exception to any of these standards if in its judgment the condition necessitating such exception does not jeopardize the objectives and position of PPFA.

Section 2. The Affiliate.

An Affiliate is an organization which:

a. conforms to the purposes, she written policies and standards of PPFA;

b. fulfills the requirements set forth in these Standards of Affiliation;

c. has been granted Affiliate status and use of the Trademarks by the Board of Directors of PPFA;

d. abides by the terms and conditions of such Affiliate status as established by the Board according to accreditation criteria developed by the Affiliate Development and Accreditation Committee;

e. publicly supports the purposes and policies of PPFA and shall develop a program to further those purposes and policies;

f. conducts its affairs in a manner that protects its tax-exempt status and that of PPFA.

Section 3. Affiliate Organizational Structure.

a. Each Affiliate shall be a non-profit organization maintaining federal tax-exempt status under Section 501(c)

(3) or (c) (4) of the Internal Revenue Code of 1954 or any successor section.

[000117]

b. Each Affiliate shall be governed by an elected Board of Directors or similar governing body (referred to herein as the Board), the designation of officers or similar leadership structure of which shall conform to applicable laws.

c. Each Affiliate shall be governed by a Board of Directors that does not discriminate in the election of its members on the basis of race, color, religion, sex, national origin, age, sexual orientation, disability, income, or marital status.

d. Each Affiliate Board member shall make a personal financial contribution to the Affiliate.

e. Each Affiliate shall have an elected committee responsible for the nominating process. Each such committee shall include at least one Person of Color as defined in Article XIX - DEFINITIONS.

f. Each Affiliate shall provide for the employment of a chief executive. A permanent record of the annual assessment of the chief executive shall be maintained.

g. Each Affiliate shall have the words "Planned Parenthood" in its name.

Section 4. Affiliate Bylaws.

a. Each Affiliate shall be governed by written bylaws which conform to PPFA policies, which establish the composition of the Board of Directors and its election process, and which meet all other minimum legal requirements.

b. The bylaws shall provide for the appointment of a chief executive, who shall be solely responsible to the Board for the implementation of Board policies, and for all aspects of the agency's operation.

c. The bylaws shall specify that the Board shall be ultimately responsible for the financial well-being of the corporation; the Board's duties shall include adoption and monitoring of an annual budget, and review of the annual audit.

Section 5. Affiliation Mandates.

a. Each Affiliate shall be managed in accordance with sound financial principles, shall maintain accurate books and records in accordance with generally accepted accounting principles which include reporting standards for voluntary health and welfare organizations, and shall comply with the requirements of its funding sources.

b. Each Affiliate which provides medical services shall provide such services in conformity with the Medical Standards and Guidelines promulgated by PPFA.

[000118]

c. Each Affiliate shall provide services consistent with the purposes or PPFA.

d. Each Affiliate shall provide services in accordance with PPFA's policy on patients' rights.

e. Each Affiliate shall participate in the PPFA Risk Management and Quality Assurance Programs, and submit required documents in a timely manner.

f. Each Affiliate shall participate in the Planned Parenthood National Insurance Program or have comparable insurance, the comparability of which shall be determined by the Policyholders Council.

g. Each Affiliate shall undertake resource development to ensure diversification and growth of agency funding. Fundraising methods and techniques shall be lawful, ethical, and confidential.

h. Each Affiliate contribute to the support of the Federation according to the Membership-approved National Program Support Plan, but shall not be required to submit its donor list.

i. Each Affiliate shall participate in public affairs activities at the local, state, and national levels. When there is a Planned Parenthood state-wide public affairs organization, each Affiliate with turf in that state shall be a member.

j. Each Affiliate shall serve as a source of education and information about reproductive health and human

sexuality and shall develop varied programs to ensure that such education and information are available.

k. Each Affiliate shall have human resources procedures that have been reviewed by local counsel to ensure conformity to applicable local, state, and federal laws.

l. Each Affiliate shall ensure that minority representation on its Board and staff is reflective of the Civilian Labor Force data for its turf.

m. Each Affiliate shall plan strategically for the future and shall keep a written record of its plan.

n. Each Affiliate shall secure legal counsel and an independent auditor, each to be approved by the Board.

o. Each Affiliate shall submit documents required pursuant to the accreditation criteria developed by the Affiliate Development and Accreditation Committee.

p. Each Affiliate shall adopt and comply with a policy regarding inter-affiliate transfers, accepting transient and transfer patients in accordance with the National Medical Standards and Guidelines.

[000119]

Section 6. General Standards.

a. Neither an employee nor a volunteer of an Affiliate shall use his/her position with the Affiliate to further the manufacture, distribution, promotion, or sale of any materials, products, or services in which he or she has either direct or indirect financial interest.

b. Neither an employee nor a volunteer of an Affiliate shall accept any gift or gratuity from any pharmaceutical firm or other supplier to the Affiliate, or from any provider or potential provider of service to the Affiliate.

c. Each Affiliate shall have a policy that governs the use of its contributors list.

d. No employee of PPFA or any Affiliate, other than the Affiliate chief executive, may serve on the Board of any Affiliate nor hold an elective office nor have voting privileges in any Affiliate.

e. No Planned Parenthood entity shall enter into any contract or other arrangement for the use of a facility that discriminates in its membership policies or otherwise, whether written or in practice, on the basis of race, color, religion, sex, national origin, age, sexual orientation, disability, income, marital status, or other bases protected by applicable law.

Section 7. Affiliate Sub-Units.

a. Each sub-unit of an Affiliate shall be under the direction, supervision, and control of the Affiliate.

b. Policy governing a sub-unit operation shall be set by the Board of the Affiliate.

c. The sub-unit's staff shall be hired by and responsible to the Affiliate's chief executive or his/her designee.

d. The Affiliate shall be responsible for ensuring that all activities, programs, services, and pronouncements of a

sub-unit are in conformity with PPFA Standards and Policies.

Section 8. Other Organizations Permitted to Use the Trademarks.

a. New Organizations.

An organization whose application for Affiliate status is pending consideration by the Affiliate Development and Accreditation Committee may be granted permission by the Affiliate Service Centers to use for a limited time the Trademarks in conjunction with the statement "Application Pending for Affiliation with PPFA." The applicant organization shall, at a minimum:

[000120]

(1) publicly support the purposes and policies of PPFA and develop a program to further those purposes and policies;

(2) serve as a source of education and information about reproductive health and human sexuality and develop varied programs to ensure that such education and information are available; and

(3) solicit private citizens and organizations for financial support of its activities.

A new organization at the end of two years must:

(1) become a provisional Affiliate, or

(2) become an Affiliate, or

(3) terminate its use of the Trademarks.

b. Provisional Affiliates.

An organization that has been granted temporary and limited authority to use the Trademarks and whose services and operation conform to all applicable Standards of Affiliation may retain that status for no longer than two years, with approval of the Affiliate Development and Accreditation Committee. Provisional Affiliates that have not been certified within two years as Affiliates shall terminate use of the Trademarks.

c. Special Affiliates.

Special Affiliates' relationships and status shall be set forth in a special affiliation agreement approved by the Board of Directors of PPFA. Compliance with the special affiliation agreement may be reviewed as necessary by the PPFA Board of Directors.

d. Organizations Formed By Two or More Affiliates.

Organizations formed by two or more Affiliates may be granted permission to use the Trademarks for successive two year periods if they report to the Affiliate Development and Accreditation Committee that they:

(1) are controlled by the Affiliates they represent;

(2) are formed to perform for those Affiliates specific services, such as public affairs, that conform to the purposes and policies of PPFA;

[000121]

(5) maintain accounting records for both time and money which meet the documentation requirements of the Affiliates and PPFA;

(6) participate in the National Insurance Program of PPFA or obtain comparable coverage approved by the Policyholders Council;

XV, but shall retain all other rights, privileges, and obligations of membership.

[000123]

b. <u>Disaffiliation.</u>

(1) Upon the acceptance of the recommendation of the revocation of accreditation as stated in Section 11.a. by the Board of Directors, or upon the Board of Directors' determination that an Affiliate or other organization granted use of the Trademarks is operating in a manner harmful to PPFA, the Board of Directors shall issue a notice of intent to disaffiliate the Affiliate or to revoke the other organization's authority to use the Trademarks and the following procedures shall be followed:

(a) The notice of intent to disaffiliate or revoke authority to use the Trademarks shall be signed by an officer of PPFA and shall be sent immediately to the Affiliate or other organization granted use of the Trademarks by certified mail.

(b) Within thirty (30) days after the mailing of such notice, the Affiliate or other organization granted use of the Trademarks may apply in writing to the Chairperson of PPFA for a hearing which shall be held pursuant to Section 11.d. of this Article.

(c) If the Affiliate or other organization granted use of the Trademarks does not exercise its right to request a hearing, disaffiliation and/or revocation of the authority to use the Trademarks shall be automatic as of the thirty-fifth (35th) day after the mailing of the notice required by Section 11(b) (1) (a) of this Article.

(d) If a hearing is held and the Hearing Board determines that the Affiliate or other organization granted use of the Trademarks should be disaffiliated or authority of the organization to use the Trademarks should be revoked, disaffiliation and/or revocation of the authority to use the Trademarks shall be effective as of the date of the filing of the written report of the Hearing Board with the Secretary of PPFA. Notice of such filing and a copy of the written report of the Hearing Board shall be sent immediately by certified mail to the Affiliate or other organization granted use of the Trademarks.

(e) Within two weeks of the filing of the written report of the Hearing Board, the Board of Directors of PPFA shall review

the Hearing Board's report and shall vote to accept or reject its determination of whether the Affiliate should be disaffiliated or the other organization's **[000124]** authority to use the Trademarks should be revoked. The Board of Directors may delegate this responsibility to the Executive Committee. The following provisions shall apply:

(i) If the Hearing Board determined that the Affiliate should be disaffiliated or other organization's authority to use the Trademarks should be revoked and the Board of Directors accepts this determination, no further action is required.

(ii) If the Hearing Board determined that the Affiliate should be disaffiliated or other organization's authority to use the Trademarks should be revoked and the Board of Directors rejects this determination, disaffiliation and revocation of the authority to use the. Trademarks shall be nullified.

(iii) If the Hearing Board determined that the Affiliate should not be disaffiliated or the other organization's authority to use the Trademarks should not be revoked and the Board of Directors

accepts this determination, no further action is required.

(iv) If the Hearing Board determined that the Affiliate should not be disaffiliated or the other organization's authority to use the Trademarks should not be revoked and the Board of Directors rejects this determination, the Affiliate shall be disaffiliated or the other organization's authority to use the Trademarks shall be revoked. The President of PPFA shall immediately send by certified mail notice of disaffiliation to the Affiliate or notice of revocation of the authority to use the Trademarks to the other organization formerly authorized to use the Trademarks. Disaffiliation and/or revocation of the authority to use the Trademarks shall be effective at 12:01 A.M. Eastern time on the thirtieth day following mailing of the notice.

c. <u>Cease and Desist Procedure.</u>

(1) WHENEVER:

(a) The Chairperson of PPFA, the Chairperson of the National Medical Committee, and the Chairperson of the Affiliate Development and Accreditation **[000125]** Committee, in consultation with the President of PPFA, have made a unanimous written determination that an Affiliate is engaging in a medical practice

which is contrary to the Medical Standards of PPFA and/or which may jeopardize the life or health of patients and/or may place the Affiliate and PPFA in serious jeopardy of increased liability risk, and have filed such determination with the Secretary of PPFA, the National Insurance Program, and the Policyholders Council; or

(b) The Chairperson of PPFA, the Chairperson of the Affiliate Development and Accreditation Committee, and one of the regionally selected directors from the Region within which the Affiliate is located, in consultation with the President of PPFA, have made a joint written determination that an Affiliate is engaging in an activity, other than a medical practice, which in their judgment is harmful to and seriously jeopardizes the welfare of the Affiliate and/or PPFA, and have filed such determination with the Secretary of PPFA;

THEN the President of PPFA shall issue a written order that such Affiliate cease and desist from the offending practice or activity within a specified time. Such written order shall be communicated immediately to the Affiliate by registered mail.

Within seven (7) business days of receipt of such order, provided that the Affiliate is in compliance with the cease and desist order, the Affiliate may apply in writing to the Chairperson of PPFA for a hearing pursuant to Section 11.d. of this Article. The hearing shall be held within seven (7) business days after receipt of the request for a hearing at a time and place

specified by the Chairperson of PPFA unless the Affiliate requests an extension of time. The written report of the Hearing Board shall be filed with the Secretary of PPFA within five (5) days after the close of the hearing. Notice of such filing, with a copy of the written report, shall be sent immediately to the Affiliate by registered mail.

(2) If the Hearing Board concurs that the Affiliate shall cease and desist from the offending practice or activity, the Affiliate shall continue to comply with the cease and desist order. If the Affiliate fails or refuses to comply with the cease and desist order, the Chairperson of PPFA shall recommend in writing to the Board of Directors of PPFA, with a copy to the Affiliate by registered mail, the immediate disaffiliation of such Affiliate. The written recommendation shall be supported by documentation sufficient for the Board of Directors to make an informed judgment. At the next regular meeting of the Board of Directors of PPFA, or at a special meeting called for such purpose, the Board shall review the record, receive any new evidence, and **[000126]** may vote the immediate disaffiliation of such Affiliate or take such other actions it deems appropriate. The Affiliate shall receive a copy of the notice of the meeting and shall be entitled to be present. The action of the Board of Directors of PPFA shall be final and the Affiliate shall have no right to a further hearing before a Hearing Board.

d. <u>Hearing Boards.</u>

(1) Whenever an Affiliate or other organization applies to the Chairperson of PPFA for a hearing

before a Hearing Board as provided in this Section, a Hearing Board shall be appointed to conduct such hearing. The Hearing Board shall consist of five (5) persons, four (4) of whom shall be members of the PPFA Board of Directors, and one (1) of whom shall be the Chairperson of the National Executive Directors Council or his or her designee. The four PPFA Board members shall be designated as follows: three by the Chairperson of PPFA, and one by the Affiliate or other organization which requested the hearing.

(2) The Chairperson of PPFA shall designate one of his/her appointees as Chairperson of the Hearing Board. The Chairperson of the Hearing Board shall set the time and place of the hearing, which shall occur within seven (7) business days from receipt of the application for a hearing unless the Affiliate or other organization applying for the hearing requests an extension of time. The Hearing Board shall review the action of the Board of Directors or the order issued by the President of PPFA, as the case may be. The Affiliate or Other organization which requested the hearing shall be entitled to appear before the Hearing Board and to be represented by counsel. The Hearing Board may request the appearance before it of any person it deems necessary. The Vice President for Legal Affairs of PPFA or other counsel shall advise the Hearing Board with respect to the procedures to be observed in the hearing and the Hearing Board shall follow such procedures as are necessary to assure a prompt, fair and expeditious hearing. Within five (5) business days of completion of the hearing, the Hearing Board shall by majority vote

either concur in or not concur in the action taken by the Board of Directors or the order issued by the President of PPFA, as the case may be, by written report filed with the Secretary of PPFA and sent by registered mail to the Affiliate or other organization which requested the hearing.

e. Loss of Use of Trademarks.

A former Affiliate or other organization which loses the right to use the Trademarks shall immediately cease use of said trademarks in any connection whatsoever and shall simultaneously cease to use logos and/or telephone numbers identified with the name "Planned Parenthood." PPFA shall **[000127]** make appropriate arrangements for continuity of patient care.

Section 12. Final Disposition.

Assets remaining to a former Affiliate upon disaffiliation or voluntary or involuntary termination may be retained by the former Affiliate if it continues to be eligible under federal and state laws. If these requirements are not met, the assets shall be transferred at the option of the PPFA Board of Directors in accordance with applicable state and federal laws, either to PPEA or to another non-profit organization which fulfills such requirements.

Section 13.Responsibilities of the Federation and National Office to Affiliates.

a. Authority.

(1) The Federation's goals and objectives shall be stated in the Strategic Plan as approved by the

Membership and updated annually by the PPFA Board of Directors, as an integral part of its planning process.

(2) The Board of Directors shall adopt an appropriate evaluation process to be used by Affiliates in evaluating the performance of the National Office with respect to the goals and objectives of the Strategic Plan.

(3) The Board shall report to the Membership each year on the results of this evaluation.

b. <u>The National Office.</u>

(1) The National Office functions on behalf of Affiliates to provide the leadership required for policy and program initiatives. It also administers the standards mandated by the Membership and supports the growth and development of Affiliates In carrying out the goals and objectives of the Strategic Plan.

(a) The National Office provides a structure that encourages Affiliates to participate in the planning and executing of policies that lead to achievement of the goals of the Strategic Plan.

(b) The National Office supports the work of Affiliates in providing leadership, support, and services to facilitate the delivery of reproductive health care to all those who want and need it.

(c) Consistent with its fundraising agreements with Affiliates, the National Office shall conduct solicitation of private citizens and organizations for the financial support of its total program.

[000128]

(d) The National Office shall be accountable to Affiliates for the activities it has conducted on their behalf and for the National Program Support collected in its support.

(2) The National Office shall provide guidance and counsel on legal matters of national consequence that protect the tax-exempt status of Affiliates and EPFA.

c. <u>Organizational Standards</u>

(1) The Federation shall!maintain and promote a planning process that encourages Affiliates to measure the impact of the National OffiCe on agreed-to goals and objectives.

(2) The National Office shall have a current affirmative action program which ensures that minority representation on the PPFA staff is reflective of the Civilian Labor Force Data in the recruiting area.

[000129]

ARTICLE XV - AMENDMENT OF BYLAWS

Section 1.

Amendment of Bylaws, including the Standards of Affiliation, may be proposed by the Board of Directors, or by written request of one-third (1/3) of the Affiliates.

Section 2.

These Bylaws may be amended at any meeting of the Membership by a vote of two-Thirds (2/3) of the persons present in person or by proxy and entitled to vote, in the presence of a quorum and provided that notice of the proposed amendment has been sent to all Affiliates and all members of the Board of Directors not less than six (6) weeks before the meeting, and provided that a copy of the proposed amendment shall accompany the notice.

Section 3.

These Bylaws may also be amended by written vote without a meeting of the Membership, provided the amendment has been proposed by the Board of Directors. Notice of the proposal shall be sent to each Affiliate and each member of the Board of Directors, accompanied by a copy of the proposed amendment and a copy of or reference to the provisions of this Section 3.

Two or more amendments which are closely related in subject matter may be grouped together and voted on as if they were a single amendment.

The notice shall specify a period of sixty (60) days from the date on which the notice is mailed, or such longer period as may be fixed by the Board of Directors, within which votes may be cast.

Each Affiliate shall have one vote for each of its memberships unless such Affiliate is (i) on probation for failure to submit its annual audit; (ii) delinquent in payment of its National Program Support as of the final day on which votes may be cast; or (iii) it has been placed on administrative probation by the PPFA Board because its audited financial statements report a deficit in expendable net assets; or (iv) its accreditation has been revoked by the PPFA Board of Directors. Each member of the Board of Directors shall have one vote.

Votes shall be in writing and shall be sent by mail or telegram or otherwise delivered to the principal office of the Federation for the attention of the Secretary, and shall be deemed to have been cast on the date on which they are received at that office.

If two-thirds (2/3) of the eligible votes shall be cast in favor of the proposed amendment, it shall become effective as of the end of such period.

[000130]

ARTICLE XVI - AMENDMENT OF CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of the Planned Parenthood Federation of America, Inc., may be amended at any Annual Meeting of the Membership by a two-thirds (2/3) vote of the members present in person or by proxy, in the

presence of a quorum and providing that notice of the proposed revision has been sent to all Affiliates not less than six (6) weeks before the meeting, and providing that a copy of the proposed amendment shall accompany the notice.

[000131]

ARTICLE XVII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Newly Revised) shall govern all meetings of the Planned Parenthood Federation of America, Inc. in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

[000132]

ARTICLE XVIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Federation shall indemnify to the full extent permitted by law against damages, judgments, settlements, costs, charges, and expenses incurred in connection with the defense of any action, suit or proceeding or any appeal therefrom, any person or his or her personal representative, made, or threatened to be made a party to such action, suit, or proceeding, whether civil or criminal by reason of the fact that such person is or was a Director or Officer of the Federation.

[000133]

ARTICLE XIX - DEFINITIONS

ACEC - Affiliate Chief Executives Council (formerly National Executive Directors Council) (See Article IX).

ADA Committee - Affiliate Development and Accreditation Committee.

AGT - The Alan Guttmacher Institute, a Not-for-Profit Corporation for Reproductive Health Research, Policy Analysis and Public Education; a Special Affiliate of PPFA.

Ex-officio membership - Membershlp by virtue of an office held in the Federation or another organization as defined in the Bylaws. An *ex-offlcio* member shall have all the rights and powers of any other Board member.

Honorary membership - In PPFA, restricted to those persons who have served as Chairperson of the Federation in accordance with Article V, Section 2, and representatives to the Western Hemisphere Region Council of the Internatlonal Planned Parenthood Federation who are not members of the PPFA Board of Directors, in accordance with Article XII. Such persons shall be honorary members of the Board without vote, and shall have the right to receive all communications sent to Board members and to speak at Board meetings.

IPPF/WHR - Western Hemisphere Region of the International Planned Parenthood Federation.

NMC - National Medical Committee.

NNC - National Nominating Committee.

Person of Color - For purposes of these Bylaws, a Person of Color is one who is a member of the Alaskan Eskimo, American Indian, Asian, Black, Hispanic, or Pacific Islander racial groups, as defined in Title 41, Code of Federal Regulations, Section 60-4.3, or such other ethnic community recognized as a racial or ethnic minority by the Equal Employment Opportunity Commission of the United States of America.

PHC - Policyholders Council (see Article X).

[000134]

ARTICLE XX - TRANSITION BYLAWS

Section 1.

These bylaws of the Planned Parenthood Federation of America (PPFA) were amended by the Membership of PPFA at their annual meeting on the 15th day of November, 1997 (the 1997 Annual Meeting. Because of the Nature of the changes adopted by the members, all amendments approved at the 1997 Annual Meeting other than these addressed in this ARTICLE XX, were effective immediately following that annual meeting. With respect to those amendments addressed below, the transition from the bylaws existing prior to the 1997 Annual Meeting (the Old Bylaws) to those bylaws adopted at the meeting (the New Bylaws) will be effected in accordance with this Article XX.

Section2.

These amendments to the bylaws of PPFA for which transition is addressed by this ARTICLE XX are the following:

(A) Reduction in Number of Elected Members of the Board of Directors of PPFA. Prior to the adoption of the amendment, the Board of Directors of PPFA (the Board) consisted of 35 members, some of whom were elected in varying manners and some of whom were *ex-officio* members of the Board as a result of being elected by or holding a psot with another transition from that previous position is sixteen (16) directors at large elected by the Membership; two directors from each of the four Regions, one of whom is selected by

the Region, and the other is chosen by the National Membership Committee from among a panel proposed by his/her Region and elected by the Membership; and five (5) ex-*officio* members, as set forth in Article V, Section 2 of these bylaws. Concurrently therewith, the terms of Directors of PPFA were changed from two year terms, with a maximun, of three consecutive terms (the Old Limitation), to three year terms with a maximum of two consecutive terms the New Limitation). The transition from the Old Bylaws to the New Bylaws with respect to other than *ex-officio* members of the Board shall be as follows:

(1) Existing Directors. The transition to the New Bylaws will not affect the term of office or length of term of any Director whose term of office is in existence at, or begins with, the 1997 Annual Meeting. Thus, all persons who are elected prior to, or whose terms begin with, the 1997 Annual Meeting will be subject to the Old Limitation. All persons elected after the close of the 1997 Annual Meeting as Directors for the first term of a series of consecutive terms will be subject to the New Limitation.

[000135]

(2) Regional Representation. It is the intention of these Transition Bylaws to preserve one regionally elected position and one regionally based, nationally elected position for each Region until the transition to the New Bylaws is complete.

(3) Subsequent Elections. For all elections after the 2000 Annual Meeting, persons subject to the Old Limitation who reach the end of their term limitations will be replaced with persons who are subject to the New Limitation.

(4) Vacancies. If any person who is serving a term of office as a regionally based, nationally elected director ceases to serve in such capacity before reaching the end of the applicable term limitation, and if that person's departure causes there to be an absence of a director in such capacity in any of the four (4) Regions, that person shall be replaced by the NNC, choosing from a panel proposed by that Region and elected by the Membership. Vacancies among dlrectors at large shall not be filled during the transition period unless they cause the total number of directors to fall below 29.

(5) Terms of Directors under Old Limitatlon. The term of a Director who under this Artlcle XX does not have a successor shall expire at the time his or her successor would have been elected.

(B) Reduction in the *ex-officio* Members of the Board of Directors of PPFA. One of the amendments to the bylaws of PPFA reduces the number of persons who are members of the Board *ex-officio* positions with other organizations. Under the Old Bylaws, there were two members of the Board who were

representatives of the Alan Guttmacher Institute (AGI) and one member of the Board who was a representative of IPPF/WHR. Under the New Bylaws, there is one member of the Board who is a representative of AGI and there is not any representative of IPPF/WHR on the Board. As is the case with respect to elected members of the Board, the transition to the New Bylaws will not affect the term of office or length of term of any *ex-officio* Director whose term of office is in existence at, or begins with, the 1997 Annual Meeting. After the expiration of the current term of any such person who is serving as an *ex-officio* member of the Board as of the close of the 1997 Annual Meeting, the posltion of the IPPF/WHR representative will not be filled and only one of the AGI positions will continue to be filled.

Section 3.

The provisions of this ARTICLE XX of the Bylaws of PPFA are designed to operate only to effect the transition from the Old Bylaws to the New Bylaws. As such, these provisions shall be **[000136]** self-limiting and self-expunging. Section 2(A) hereof shall expire at the close of the 2000 Annual Meeting of the membership of PPFA. Section 2(B) hereof shall expire at the termination of the maximum limit of the term of an *ex-officio* member of the Board who is serving at, or whose term begins with, the close of the 1997 Annual Meeting. A provision of this Article XX, upon its expiration, shall automatically and without further action by the Board, the membership fo PPFA, or any other body, be expunged and deleted from these Bylaws. Upon the expiration of the last provision of this ARTICLE XX to expire, this entire ARTICLE XX shall automatically and without further action

by the Board, the membership of PPFA, or any other body, be expunged and deleted from these Bylaws.

*Because of the change in meeting dates, all references in this Article XX to the 1999 Annual Meeting of the PPFA Membership shall be read to mean the 2000 Annual Meeting of the PPFA Membership. All references in this Article XX to the 2000 Annual meeting of the Membership shall be read to mean the 2001 Annual Meeting of the PPFA Membership.

[000137]

ARTICLE XXI - TRANSITION BYLAWS 2

Section 1.

These bylaws of PPFA were further amended by the PPFA Membership at their annual meeting on the 25th day of March, 2000 (the 2000 Annual Meeting). Because of the nature of the changes adopted by the members, all amendments approved at the 2000 Annual Meeting other than those addressed in this ARTICLE XXI were effective immediately following that annual meeting. With respect to those amendments addressed below, the transition from the bylaws existing prior to the 2000 Annual Meeting (the Unrevised Bylaws) to those adopted at that meeting (the Revised Bylaws) will be effected in accordance with this ARTICLE XXI.

Section 2

Those amendments to the PPFA bylaws for which transition is addressed by this ARTICLE XXI are the following:

(A) Change in the Composition of the PPFA Board of Directors. Prior to the adoption of the amendment, the PPFA Board included two (2) directors from each of the four (4) Regions. Following the adoption of the amendment, the PPFA Board shall include three (3) directors from each of the three (3) Regions, two of whom are selected by the Region, and one of whom is chosen by the NNC from among a panel proposed by his/her Region and elected by the Membership. The Board shall no longer include one (i) member selected by the [former]Volunteer Leadership Council. The transition from the UnrevisedBylaws to the Revised Bylaws shall be as follows:

(1) Existing Directors. The transition to the Revised Bylaws will not affect the term of office or length of term of any Director whose term of office is in existence at, or begins with, the 2000 Annual Meeting.

(2) Regional Representation. It is the intention of these Transition Bylaws to preserve two regionally elected positions and one regionally based, nationally elected position for each of the three new Regions.

(3) 2000-2001. Under the Unrevised Bylaws, there would be sixteen (16) Board positions to be filled at the 2000 Annual Meeting of the PPFA Membership. These consist of eleven (11) directors at large elected by the Membership (some of which positions may be filled by persons currently serving who

are eligible for additional terms); three (3) regionally elected directors; and two (2) regionally based, nationally elected **[000138]** directors. All of these vacancies will be filled. Of the sixteen (16) vacancies filled, any vacancies in the regionally elected categories shall be filled first by the Regions, and any vacancies in regionally based, nationally elected categories shall be filled next by the NNC. Any existing Board member who had not completed his or her term, and who was in a position from a Region which was eliminated and who was not selected by a Region shall become a director at large. The remaining positions will then be filled by directors at large. The Board of Directors will then be comprised (not counting the *ex officio* members) of sixteen (16) directors at large, six (6) regionally elected directors, and three (3) regionally based, nationally elected directors.

Section 3.

The provisions of this ARTICLE XXI of the PPFA Bylaws are designed to operate only to effect the transition from the Unrevised Bylaws to the Revised Bylaws. As such, these provisions shall be self-limiting and self-expunging. Section 2. (A) (3) hereof shall expire at the close of the 2000 Annual Meeting of the PPFA Membership. The remaining provisions of this ARTICLE XXI shall expire at the end of the term of office of any regionally elected or regionally-based, nationally elected director whose term of office was in existence at, or began with, the 2000 Annual Membership

Meeting. Upon expiration, said provisions shall automatically and without further action by the Board, the Membership, or any other body, be expunged and deleted from these Bylaws.

[000139]

Behind every choice is a story. . .
1999-2000 ANNUAL REPORT

"A friend told me about Planned Parenthood. Having had health care coverage through my previous jobs, I always thought that I wouldn't be eligible for these services. I checked the Web site, and read about the services and education offered by Planned Parenthood. I was quite impressed. I went without an appointment. I saw women of all races and economic groups. Everyone was treated with respect and attended to quickly. The nurse who saw me was incredible. She explained everything about my pelvic exam in great detail. She was probably the best practitioner I've ever had. - L.B.

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.

[000140]

Eisner

PLANNEDPARENTHOOD FEDERATION OF AMERICA, INC.

CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2000 and 1999

See Foldout Exhibits
Consolidated Financial Statements

[000141-000154]

Form **2758**
(Rev. June 1998)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Excise, Income, Information, and Other Returns

▶ File a separate application for each return.

OMB No. 1545-0142

Please type or print. File the original and one copy by the due date for filing your return. See instructions.

Name: PLANNED PARENTHOOD FEDERATION OF AMERICA INC.

Employer identification number: 13-1644147

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address): 810 SEVENTH AVENUE

City, town or post office, state, and ZIP code. For a foreign address, see instructions: NEW YORK, NY 10019

Note: *Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.*

1 I request an extension of time until MAY 15, 2001, to file (check only one):

☐ Form 706-GS(D)	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 1120-ND (sec. 4951 taxes)	☐ Form 8612
☐ Form 706-GS(T)	☐ Form 990-T (trust other than above)	☐ Form 3520-A	☐ Form 8613
☒ Form 990 or 990-EZ	☐ Form 1041 (estate) (see instructions)	☐ Form 4720	☐ Form 8725
☐ Form 990-BL	☐ Form 1041-A	☐ Form 5227	☐ Form 8804
☐ Form 990-PF	☐ Form 1042	☐ Form 6069	☐ Form 8831

If the organization does not have an office or place of business in the United States, check this box ▶ ☐

2a For calendar year _____, or other tax year beginning JULY 1, 1999 and ending JUNE 30, 2000.

b If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 Has an extension of time to file been previously granted for this tax year? ☒ Yes ☐ No

4 State in detail why you need the extension: AWAITING THIRD PARTY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 6069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits. See instructions. ..... $ _____

b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit ..... $ _____

c Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. See instructions ..... $ _____

RECEIVED
FEB 15 2001
OGDEN, UT

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete; and that I am authorized to prepare this form.

Signature ▶ Julie A Flesch Title ▶ CPA Date ▶ 2/8/01

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

Notice to Applicant — To Be Completed by the IRS

☒ We HAVE approved your application. Please attach this form to your return.

☐ We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.

☐ We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.

☐ We cannot consider you _____ date of the return for which an extension was requested.

☐ Other: IN THE FUTURE EXTENSIONS FOR FORMS 990PF, 990, 990EZ, 990T, 990BL, 4720, 5227, 1041A, 6069, AND 8870 MUST FILE USING FORM 8868.

_____ Director _____ _____ Date

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Please Type or Print

Name: RICHARD A. EISNER & CO. LLP ATTN: RHONDA LIEBOWITZ

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address): 575 MADISON AVENUE

City, town, or post office, state, and ZIP code. For a foreign address, see instructions: NEW YORK, NY 10022-2597

For Paperwork Reduction Act Notice, see back of form.

Form **2758** (Rev. 6-98)

BA
STF FED4852F

BEST AVAILABLE COPY

Form **2758** (Rev. June 1998)

Department of the Treasury Internal Revenue Service

Application for Extension of Time to File Certain Excise, Income, Information, and Other Returns

▶ File a separate application for each return.

OMB No. 1545-0144

Please type or print. File the original and one copy by the due date for filing your return. See instructions on back.

Name

PLANNED PARENTHOOD FEDERATION OF AMERICA INC.

Employer identification number

13-1644147

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address)

810 SEVENTH AVENUE

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

NEW YORK, NY 10019

Note: *Corporate income tax return filers must use* Form 7004 *to request an extension of time to file. Partnerships, REMICs, and trust must use* Form 8736 *to request an extension of time to file Form 1065, 1066, or 1041.*

1 I request an extension of time until _____, to file (check only one):

☐ Form 706-GS(D)	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 1120-ND (sec. 4951 taxes)	☐ Form 8612
☐ Form 706-GS(T)	☐ Form 990-T (trust other than above)	☐ Form 3520-A	☐ Form 8613
☒ Form 990 or 990-EZ	☐ Form 1041 (estate) (see instructions)	☐ Form 4720	☐ Form 8725
☐ Form 990-BL	☐ Form 1041-A	☐ Form 5227	☐ Form 8804
☐ Form 990-PF	☐ Form 1042	☐ Form 6069	☐ Form 8831

If the organization does not have an office or place of business in the United States, check this box ▶ ☐

2a For calendar year ____, or other tax year beginning 07/01/1999 and ending 06/30/2000

b If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 Has an extension of time to file been previously granted for this tax year? ☐ Yes ☒ No

4 State in detail why you need the extension AWAITING THIRD PARTY INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 6069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits. See instructions . . . $

b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit . . . . . $

c Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. See instructions . . . . . $

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete; and that I am authorized to prepare this form.

Signature ▶ Dulet d Flock Title ▶ CPA Date ▶ 11/6/00

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

Notice to Applicant - To Be Completed by the IRS

☑ We HAVE approved your application. Please attach this form to your return.

☐ We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.

☐ We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.

☐ We cannot consider your application because it was filed after the due date of the return for which an extension was requested.

☑ Other: _____

Extension granted until 02-15-01 By: _____ Date

Director

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Please Type or Print

Name

RICHARD A. EISNER & COMPANY, LLP

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address)

575 MADISON AVENUE

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

NEW YORK NY 10022-2598

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c) of the Internal Revenue Code (except black lung benefit trust or private foundation) or section 4947(a)(1) nonexempt charitable trust

Note: The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

1998

This Form is Open to Public Inspection

A For the 1998 calendar year, OR tax year period beginning JULY 1, 1998, and ending JUNE 30, 1999

B Check if:
- ☐ Change of address
- ☐ Initial return
- ☐ Final return
- ☐ Amended return (required also for state reporting)

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Number and street (or P.O. box if mail is not delivered to street address): 810 SEVENTH AVENUE — Room/suite:

City or town, state or country, and ZIP+4: NEW YORK NY 10019

D Employer identification number: 13 1644147

E Telephone number: (212) 541-7800

F Check ▶ ☐ if exemption application is pending

G Type of organization— ▶ ☒ Exempt under section 501(c)(3) ◀ (insert number) OR ▶ ☐ section 4947(a)(1) nonexempt charitable trust

Note: Section 501(c)(3) exempt organizations and 4947(a)(1) nonexempt charitable trusts MUST attach a completed Schedule A (Form 990).

H(a) Is this a group return filed for affiliates? ☐ Yes ☒ No

(b) If "Yes," enter the number of affiliates for which this return is filed. ▶

(c) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I If either box in H is checked "Yes," enter four-digit group exemption number (GEN) ▶

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ▶

K Check here ▶ ☐ if the organization's gross receipts are normally not more than $25,000. The organization need not file a return with the IRS; but if it received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

Note: Form 990-EZ may be used by organizations with gross receipts less than $100,000 and total assets less than $250,000 at end of year.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 13.)

Revenue	1 Contributions, gifts, grants, and similar amounts received:			
	a Direct public support	1a	45093910	
	b Indirect public support	1b	5526433	
	c Government contributions (grants)	1c	378244	
	d Total (add lines 1a through 1c) (attach schedule of contributors) (cash $ 50,998,587 noncash $ 0) SCHEDULE - A	1d		50998587
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		3152089
	3 Membership dues and assessments	3		
	4 Interest on savings and temporary cash investments	4		
	5 Dividends and interest from securities	5		833449
	6a Gross rents	6a		
	b Less: rental expenses	6b		
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c		
	7 Other investment income (describe ▶)	7		
	8a Gross amount from sale of assets other than inventory — (A) Securities: 19184824; (B) Other:	8a		
	b Less: cost or other basis and sales expenses: 16992929	8b		
	c Gain or (loss) (attach schedule): 2191895	8c		
	d Net gain or (loss) (combine line 8c, columns (A) and (B)) SCHEDULE - B	8d		2191895
	9 Special events and activities (attach schedule)			
	a Gross revenue (not including $ ____ of contributions reported on line 1a)	9a		
	b Less: direct expenses other than fundraising expenses	9b		
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c		
	10a Gross sales of inventory, less returns and allowances	10a		
	b Less: cost of goods sold	10b		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
	11 Other revenue (from Part VII, line 103) SCHEDULE - F - ROYALTY INCOME	11		26324
	12 Total revenue (add lines 1d, 2, 3, 4, 5, 8c, 7, 8d, 9c, 10c, and 11)	12		57208344
Expenses	13 Program services (from line 44, column (B))	13		28976512
	14 Management and general (from line 44, column (C))	14		5272396
	15 Fundraising (from line 44, column (D))	15		7259454
	16 Payments to affiliates (attach schedule)	16		0
	17 Total expenses (add lines 16 and 44, column (A))	17		41508362
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		15699982
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		34971606
	20 Other changes in net assets or fund balances (attach explanation) SCHEDULE - D	20		(66775)
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		50604813

For Paperwork Reduction Act Notice, see page 1 of the separate instructions. Cat. No. 11282Y Form 990 (1998)

SCANNED MAR 13 2000

RECEIVED (C) MAR 2000

000143 12

#13-1644147

Form 990 (1998) PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. Page 2

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See Specific Instructions on page 17.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ SCHEDULE - G noncash $ 0)	22				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25				
26 Other salaries and wages	26				
27 Pension plan contributions	27				
28 Other employee benefits	28				
29 Payroll taxes	29				
30 Professional fundraising fees	30				
31 Accounting fees	31				
32 Legal fees	32				
33 Supplies	33				
34 Telephone	34				
35 Postage and shipping	35	SEE ATTACHED SCHEDULE - E			
36 Occupancy	36				
37 Equipment rental and maintenance	37				
38 Printing and publications	38				
39 Travel	39				
40 Conferences, conventions, and meetings	40				
41 Interest	41				
42 Depreciation, depletion, etc. (attach schedule)	42				
43 Other expenses (itemize): a SCHEDULE - N	43a				
b	43b				
c	43c				
d	43d				
e	43e				
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	41508362	28976512	5272396	7259454

Reporting of Joint Costs.—Did you report in column (B) (Program services) any joint costs from a combined educational campaign and fundraising solicitation? ▶ ☒ Yes ☐ No

If "Yes," enter (i) the aggregate amount of these joint costs $ 10061396; (ii) the amount allocated to Program services $ 9258011; (iii) the amount allocated to Management and general $ 0; and (iv) the amount allocated to Fundraising $ 803385

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 20.)

What is the organization's primary exempt purpose? ▶ SEE ATTACHED PT. III, LINE 1 - PART C, II.

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts but optional for others.)
a	GRANTS & SERVICE TO AFFILIATES - USA IN THE FIELD OF FAMILY PLANNING (Grants and allocations $ 8988,722)	15,61,449
b	SERVICE TO THE FIELD OF FAMILY PLANNING (Grants and allocations $ 147,983)	9,606,132
c	INTERNATIONAL ASSISTANCE AND FAMILY PLANNING (Grants and allocations $ 1,119,796)	3758961
d	(Grants and allocations $)	
e	Other program services (attach schedule) (Grants and allocations $)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	28,976,512

000144

Part IV Balance Sheets (See Specific Instructions on page 20.)

	Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.			(A) Beginning of year		(B) End of year
Assets	45 Cash—non-interest-bearing			43874	45	473,651
	46 Savings and temporary cash investments			930,234	46	412,316
	47a Accounts receivable	47a	3,073,225			
	b Less: allowance for doubtful accounts	47b	0	2584393	47c	3073,225
	48a Pledges receivable	48a	7,864,496			
	b Less: allowance for doubtful accounts	48b	0	2,964,128	48c	7,864,496
	49 Grants receivable			164,951	49	318,194
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
	51a Other notes and loans receivable (attach schedule)	51a				
	b Less: allowance for doubtful accounts	51b		0	51c	0
	52 Inventories for sale or use			3,304,066	52	4,835,234
	53 Prepaid expenses and deferred charges				53	
	54 Investments—securities (attach schedule)			35,177,732	54	46,580,150
	55a Investments—land, buildings, and equipment: basis	55a				
	b Less: accumulated depreciation (attach schedule)	55b			55c	
	56 Investments—other (attach schedule)				56	
	57a Land, buildings, and equipment: basis	57a	6,674,196			
	b Less: accumulated depreciation (attach schedule) SCHEDULE - F	57b	(4,470,711)	1,445,467	57c	2,203,435
	58 Other assets (describe ▶ BENEFICIAL INTEREST IN PERPETUAL TRUST)			3064856	58	3592,839
	59 Total assets (add lines 45 through 58) (must equal line 74)			49,649,701	59	69,353,540
Liabilities	60 Accounts payable and accrued expenses			7773,329	60	10,017,966
	61 Grants payable				61	
	62 Deferred revenue			697,505	62	592,992
	63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
	64a Tax-exempt bond liabilities (attach schedule)				64a	
	b Mortgages and other notes payable (attach schedule)				64b	
	65 Other liabilities (describe ▶ SCHEDULE - H)			6,837,261	65	8,743,769
	66 Total liabilities (add lines 60 through 65)			15,278,095	66	19,948,727
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ [X] and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			11417354	67	16,399,577
	68 Temporarily restricted			10,994,424	68	20,752,302
	69 Permanently restricted			11959,828	69	12,852,994
	Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72; column (A) must equal line 19 and column (B) must equal line 21)			34,371,606	73	50,004,813
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)			49,649,701	74	69,353,540

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See Specific Instructions, page 22.)

a	Total revenue, gains, and other support per audited financial statements ▶	a	57,524,825
b	Amounts included on line a but not on line 12, Form 990:		
	(1) Net unrealized gains on investments $		
	(2) Donated services and use of facilities $ 408,952		
	(3) Recoveries of prior year grants $		
	(4) Other (specify): SCHEDULE-J $ 7,696		
	Add amounts on lines (1) through (4) ▶	b	416,648
c	Line a minus line b ▶	c	57,110,221
d	Amounts included on line 12, Form 990 but not on line a:		
	(1) Investment expenses not included on line 6b, Form 990 $		
	(2) Other (specify): REVENUE FOR AFFILIATE COUNCILS $ 98,123		
	Add amounts on lines (1) and (2) ▶	d	98123
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	57,208,344

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements ▶	a	44,809,054
b	Amounts included on line a but not on line 17, Form 990:		
	(1) Donated services and use of facilities $ 408,952		
	(2) Prior year adjustments reported on line 20, Form 990 $		
	(3) Losses reported on line 20, Form 990 $		
	(4) Other (specify): $		
	Add amounts on lines (1) through (4) ▶	b	408,952
c	Line a minus line b ▶	c	44,400,102
d	Amounts included on line 17, Form 990 but not on line a:		
	(1) Investment expenses not included on line 6b, Form 990 $		
	(2) Other (specify): EXPENSES FOR AFFILIATE COUNCILS $ 108,260		
	Add amounts on lines (1) and (2) ▶	d	108,260
e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	44,508,362

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see Specific Instructions on page 22.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SEE ATTACHED SCHEDULE - I				

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? ▶ [ ] Yes [X] No

If "Yes," attach schedule—see Specific Instructions on page 22.

#13-1644147

Part VI Other Information (See Specific instructions on page 23.)

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		X
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b		X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X	
b	If "Yes," enter the name of the organization ▶ SCHEDULE-R and check whether it is ☒ exempt OR ☐ nonexempt.			
81a	Enter the amount of political expenditures, direct or indirect, as described in the instructions for line 81. 81a $ 0			
b	Did the organization file Form 1120-POL for this year?	81b		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions for reporting in Part III.). 82b $ 408,952			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		N/A
85	*501(c)(4), (5), or (6) organizations.*—a Were substantially all dues nondeductible by members?	85a		N/A
b	Did the organization make only in-house lobbying expenditures of $2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b		N/A
c	Dues, assessments, and similar amounts from members 85c N/A			
d	Section 162(e) lobbying and political expenditures 85d N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount in 85f?	85g		N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount in 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		N/A
86	*501(c)(7) organizations.*—Enter: a Initiation fees and capital contributions included on line 12 86a N/A			
b	Gross receipts, included on line 12, for public use of club facilities 86b N/A			
87	*501(c)(12) organizations.*—Enter: a Gross income from members or shareholders 87a N/A			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership? If "Yes," complete Part IX	88		N/A
89a	*501(c)(3) organizations.*—Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ N/A ; section 4912 ▶ N/A ; section 4955 ▶ N/A			
b	*501(c)(3) and 501(c)(4) organizations.*—Did the organization engage in any section 4958 excess benefit transaction during the year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958. ▶ $ 0			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization. ▶ $ 0			
90a	List the states with which a copy of this return is filed ▶ SCHEDULE-L			
b	Number of employees employed in the pay period that includes March 12, 1998 (See instructions.) 90b 196			
91	The books are in care of ▶ PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. Telephone no. ▶ (212) 541-7800 Located at ▶ 810 7th AVENUE, NEW YORK, NY ZIP + 4 ▶ 10019			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041*—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A			

#13-1644147

Part VIII Analysis of Income-Producing Activities (See Specific instructions on page 27.)

Enter gross amounts unless otherwise indicated.	Unrelated business income (A) Business code	Unrelated business income (B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	Excluded by section 512, 513, or 514 (D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a SALES OF PUBLICATIONS					616952
b FEES FOR SERVICE TO AFFILIATES					2,534,137
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	233449	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income			18	2191895	
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory			15	26324	
103 Other revenue: a LIST RENTAL INCOME SCHEDULE-D					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				3051668	3158089
105 Total (add line 104, columns (B), (D), and (E)) ▶ 6209757					

Note: *(Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.)*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 28)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A	SALES & DISTRIBUTION OF EDUCATIONAL PUBLICATIONS IN THE FIELD OF FAMILY PLANNING.
93B	FEES FOR PROVIDING CONFERENCE TRAINING SESSIONS AND OTHER EDUCATIONAL AND TECHNICAL ASSISTANCE TO AFFILIATED ORGANIZATIONS.

Part IX Information Regarding Taxable Subsidiaries (Complete this Part if the "Yes" box on line 88 is checked.)

Name, address, and employer identification number of corporation or partnership	Percentage of ownership interest	Nature of business activities	Total income	End-of-year assets
	%	N/A		
	%			
	%			
	%			

[redacted] ...turns, including accompanying schedules and statements, and to the best of my knowledge ...parer (other than officer) is based on all information of which preparer has any knowledge.

SCHEDULE A (Form 990)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundations) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information

See separate instructions.

▶ Must be completed by the above organizations and attached to their Form 990 or 990-EZ.

OMB No. 1545-0047

1998

Name of the organization: PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Employer identification number: 13 | 1644147

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees (See instructions on page 1. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
GLORIA FELDT 810 7TH AVE. NY NY 10019	PRESIDENT FULL TIME	$ 262,223	$ 14,687	$ 24,834
R. JAMES LEFEVRE, JR. 810 7TH AVE. NY NY 10019	CHIEF STRATEGIC OFFICER FULL TIME	$ 194,811	$ 11,688	$ 15,000
JAMES A. MINDAL 810 7TH AVE. NY NY 10019	VICE PRESIDENT DEVELOPMENT FULL TIME	$ 173,691	$ 9,884	0
MICHAEL BURNHILL 810 7TH AVE. NY NY 10019	VICE PRESIDENT MEDICAL PART TIME	$ 156,030	$ 9,346	0
JEFFREY D. MECHANIAK 810 7TH AVE.	VICE PRESIDENT BUSINESS SUPPLY SERVICES FULL TIME	$ 138,038	$ 8,282	0
Total number of other employees paid over $50,000 ▶	90			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services (See instructions on page 1. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
FACTOR DIRECT Mail. 1900 AVE. OF THE STARS, SUITE 230, LA CA 90067	FUND RAISING TELEMARKETING	$ 1,230,845
SMARR MAILING SERVICES 6232 JEFFERSON DAVIS Hwy. FREDERICKSBURG, VA 22565	MAILING HOUSE	$ 957,423
ATOMIC VISION, INC. 884 FOLSOM ST. SF CA 94107	TEEN WEBSITE CONSULTING	$ 799,930
MALCHOW, ADAMS & HOSEY 1400 1st NW. SUITE 650, WA D.C. 20005	FUND RAISING CONSULTANTS	$ 574,636
KCMS 3457 EAST WEST HWY. HYATTSVILLE, MD 20782	MAILING HOUSE	$ 549,917
Total number of others receiving over $50,000 for professional services ▶	37	

13-1644147

Schedule A (Form 990 1988) PLANNED PARENTHOOD FEDERATION OF AMERICA Inc. Page 2

Part III Statements About Activities

		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ 339,657 Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	1	X	
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any of its trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary:			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d	X	
e	Transfer of any part of its income or assets? If the answer to any question is "Yes," attach a detailed statement explaining the transactions.	2e		X
3	Does the organization make grants for scholarships, fellowships, student loans, etc.?	3		X
4a	Do you have a section 403(b) annuity plan for your employees?	4a	X	
b	Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs qualify to receive payments. (See instructions on page 2.)			

Part IV Reason for Non-Private Foundation Status (See instructions on pages 2 through 4.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

6 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V, page 4.)
7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ .....
10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
12 ☐ An organization that normally receives: (1) more than 33⅓% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33⅓% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See instructions on page 4.) N/A

(a) Name(s) of supported organization(s)	(b) Line number from above

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions on page 4.)

#13-1644147

Schedule A (Form 990) 1998 PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. Page 3

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 1997	(b) 1996	(c) 1995	(d) 1994	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	32,963,207	27,303,677	27,568,692	26,992,245	114,828,821
16 Membership fees received	4976,136	4823,648	4865,617	4941,810	19,607,206
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's charitable, etc., purpose	8292,680	8,133,951	7369,386	7097,199	30,887,216
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	711,013	700,909	622,221	574,938	2,609,081
19 Net income from unrelated business activities not included in line 18	0	0	0	0	
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0	0	0	0	
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge	0	0	0	0	
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	
23 Total of lines 15 through 22	46,943,036	40,962,180	40,419,916	39,607,192	167,932,324
24 Line 23 minus line 17	38,650,356	32,828,229	33,050,530	32,509,993	137,045,108
25 Enter 1% of line 23	469,430	409,622	404,199	396,072	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶	26a	2,740,902
b Attach a list (which is not open to public inspection) showing the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1994 through 1997 exceeded the amount shown in line 26a. Enter the sum of all these excess amounts. ▶ SCHEDULE-O	26b	1474098
c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶	26c	137045108
d Add: Amounts from column (e) for lines: 18 2,609,081 16 0 22 0 26b 1474098 ▶	26d	4083179
e Public support (line 26c minus line 26d total) ▶	26e	132,961,929
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶	26f	97.02 %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," attach a list to show the name of, and total amounts received in each year from, each "disqualified person." Enter the sum of such amounts for each year: N/A

(1997) ..... (1996) ..... (1995) ..... (1994) .....

b For any amount included in line 17 that was received from a nondisqualified person, attach a list to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(1997) ..... (1996) ..... (1995) ..... (1994) .....

c Add: Amounts from column (e) for lines: 15 ____ 16 ____ 17 ____ 20 ____ 21 ____ ▶	27c	
d Add: Line 27a total ____ and line 27b total ____ ▶	27d	
e Public support (line 27c total minus line 27d total) ▶	27e	
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶ 27f		
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶	27g	%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶	27h	%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1994 through 1997, attach a list (which is not open to public inspection) for each year showing the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not include these grants in line 15. (See instructions on page 4.) NONE

#13-1644147

Part V Private School Questionnaire (See instructions on page 4.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV) N/A

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31	
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities?	33h	
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

13-1644147

Schedule A (Form 990) 1998 PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. Page 5

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions on page 6.)
(To be completed ONLY by an eligible organization that filed Form 5768)

Check here ▶ a ☐ If the organization belongs to an affiliated group.
Check here ▶ b ☐ If you checked "a" above and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		128,099
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		211,558
38 Total lobbying expenditures (add lines 36 and 37)	38		339657
39 Other exempt purpose expenditures	39		4168705
40 Total exempt purpose expenditures (add lines 38 and 39)	40		4508,362
41 Lobbying nontaxable amount. Enter the amount from the following table— If the amount on line 40 is— / The lobbying nontaxable amount is— Not over $500,000 — 20% of the amount on line 40. Over $500,000 but not over $1,000,000 — $100,000 plus 15% of the excess over $500,000 Over $1,000,000 but not over $1,500,000 — $175,000 plus 10% of the excess over $1,000,000 Over $1,500,000 but not over $17,000,000 — $225,000 plus 5% of the excess over $1,500,000 Over $17,000,000 — $1,000,000	41		1,000,000
42 Grassroots nontaxable amount (enter 25% of line 41)	42		250,000
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		0
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		0

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 7.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period (a) 1996	(b) 1997	(c) 1998	(d) 1999	(e) Total
45 Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	5,000,000
46 Lobbying ceiling amount (150% of line 45(e))					7,500,000
47 Total lobbying expenditures	339657	190,612	334,728	119,944	984,941
48 Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
49 Grassroots ceiling amount (150% of line 48(e))					1,500,000
50 Grassroots lobbying expenditures	128,099	13,248	226,434	11,104	378,885

Part VI-B Lobbying Activity by Nonelecting Public Charities
(For reporting only by organizations that did not complete Part VI-A) (See instructions on page 8.) N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

#13-1644147

Schedule A (Form 990) 1998 PLANNED PARENTHOOD FEDERATION OF AMERICA INC. Page 6

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a	Transfers from the reporting organization to a noncharitable exempt organization of:		
	(i) Cash	51a(i)		X
	(ii) Other assets	a(ii)		X
b	Other transactions:		
	(i) Sales of assets to a noncharitable exempt organization	b(i)		X
	(ii) Purcheses of assets from a noncharitable exempt organization	b(ii)		X
	(iii) Rental of facilities or equipment	b(iii)		X
	(iv) Reimbursement arrangements	b(iv)		X
	(v) Loans or loan guarantees	b(v)		X
	(vi) Performance of services or membership or fundraising solicitations	b(vi)	X	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c	X	

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
51 (b) VI	$ 18,000	PLANNED PARENTHOOD ACTION FUND, INC.	ADMINISTRATIVE COST

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☒ Yes ☐ No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
PLANNED PARENTHOOD ACTION FUND, INC.	501 (C) (4)	OVERLAPPING BOARD of DIRECTORS

[000155]

KPMG
345 Park Avenue
New York, NY 10154

Independent Auditors' Report

The Membership and the Board of Directors
Planned Parenthood Federation of America, Inc.:

We have audited the accompanying consolidated balance sheets of Planned Parenthood Federation of America, Inc. as of June 30, 1999 and 1998, and the related consolidated statements of cash flows for the years then ended and the consolidated statements of activities and functional expenses for the year ended June 30, 1999. Those consolidated financial statements are the responsibility of the Federation's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial

position of Planned Parenthood Federation of America, Inc. as of June 30, 1999 and 1998, and its cash flows for the years then ended and the changes in its net assets for the year ended June 30, 1999, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the consolidated financial statements of Planned Parenthood Federation of America, Inc. taken as a whole. The consolidating information included in Schedules 1 through 4 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position and changes in net assets of the individual organizations. The consolidating information has been subjected to the auditing procedures applied in the audit of the 1999 consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

October 22, 1999

KPMG LLP

FOLDOUT EXHIBITS

[000156-000160]

PPFA Consolidated Balance Sheets

PPFA Consolidated Statement of Activities

PPFA Consolidated Statement of Functional Expenses

PPFA Consolidated Statements of Cash Flows

PLANNED PARENTHOOD FEDERATION
OF AMERICA, INC.

Consolidated Balance Sheets

June 30, 1999 and 1998

Assets		1999	1998
Cash	$	1,258,170	1,096,821
Investments held for current operations (note 3)		17,526,004	12,671,149
Receivables, advances and deposits:			
Affiliates		1,590,218	1,739,898
Other (note 14)		1,159,669	764,495
Contributions and grants receivable, net (note 4)		8,183,090	3,180,892
Inventories, supplies and prepaid expenses (note 11)		4,925,093	4,810,183
Investments held for long-term purposes (note 3)		29,119,967	23,427,084
Beneficial interest in perpetual trust (note 5)		3,592,839	3,064,856
Property and equipment, net (note 6)		2,203,435	1,445,467
Total assets	$	69,558,485	52,200,845
Liabilities and Net Assets			
Accounts payable and accrued expenses (note 11)	$	10,330,681	9,637,673
Payables to related organizations (note 7)		2,421,445	2,826,052
Deferred revenue		592,992	697,505
Liability under split-interest agreements (note 5)		4,508,942	3,159,453
Amounts held on behalf of affiliates and others		1,704,563	820,868
Total liabilities		19,558,623	17,141,551
Commitments (note 8)			
Net assets:			
Unrestricted:			
Undesignated, available for general activities		5,540,393	4,231,514
Designated by the Board of Directors (note 12):			
For operating activities		204,032	72,054
For long-term investment		8,345,859	5,552,364
Net investment in property and equipment		2,203,435	1,445,467
The Planned Parenthood Foundation		167,144	140,242
		16,460,863	11,441,641
Temporarily restricted (note 13):			
For operating activities (note 2)		16,324,575	7,678,687
For long-term investment		4,427,727	3,315,737
Planned Parenthood Action Fund, Inc.		(144,379)	585,259
		20,607,923	11,579,683
Permanently restricted (notes 2 and 13)		12,931,076	12,037,970
Total net assets		49,999,862	35,059,294
Total liabilities and net assets	$	69,558,485	52,200,845

See accompanying notes to consolidated financial statements.

000156

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidated Statement of Activities

Year ended June 30, 1999
(with comparative totals for
the year ended June 30, 1998)

	Unrestricted	Temporarily restricted	Permanently restricted	Total 1999	Total 1998
Revenue, gains and other support:					
Revenue and gains:					
Contributions and grants:					
Direct response	$ 20,120,775	2,643,382	—	22,764,157	20,317,923
Major donors, foundations and corporations (net of $1,400,000 designated by grantors for specified affiliates in 1999)	4,013,656	15,485,620	33,650	19,532,926	10,934,928
Bequests	4,432,823	650,000	301,294	5,384,117	3,067,544
Donated services and commodities	185,150	223,802	—	408,952	57,079
Affiliates, principally National Program Support	5,000,174	—	30,179	5,030,353	4,838,820
Federated fund-raising organizations	225,338	403,374	—	628,712	626,329
Governmental grants	—	378,244	—	378,244	594,949
Total contributions and grants	33,977,916	19,784,422	365,123	54,127,461	40,427,572
Other revenue and gains (losses):					
Sales of publications and commodities	616,952	—	—	616,952	747,544
Interest and dividends	710,870	139,201	—	850,071	677,633
Net appreciation in fair value of investments	566,792	1,635,234	—	2,202,026	3,541,619
Gain on beneficial interest in perpetual trust	—	—	527,983	527,983	502,702
Change in value of split-interest agreements	(712,723)	192,436	—	(520,287)	477,797
Fees for services to affiliates and others	2,553,061	—	—	2,553,061	2,525,832
Total other revenue and gains	3,734,952	1,966,871	527,983	6,229,806	8,473,127
Net assets released from restrictions:					
Satisfaction of restrictions	12,586,878	(12,586,878)	—	—	—
Recovery of program administrative costs	61,664	(61,664)	—	—	—
Total net assets released from restrictions	12,648,542	(12,648,542)	—	—	—
Total revenue, gains and other support, carried forward	50,361,410	9,102,751	893,106	60,357,267	48,910,699

C00157

(Continued)

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidated Statement of Activities

Year ended June 30, 1999
(with comparative totals for
the year ended June 30, 1998)

	Unrestricted	Temporarily restricted	Permanently restricted	Total 1999	Total 1998
Total revenue, gains and other support, brought forward	$ 50,361,410	9,102,751	893,106	60,357,267	48,910,699
Expenses (note 10):					
Program services:					
Grants and service to affiliates - USA	16,207,229	—	—	16,207,229	17,433,921
Service to the field of family planning	11,520,870	—	—	11,520,870	8,420,259
International assistance - family planning	3,758,961	—	—	3,758,961	3,523,424
Total program services	31,487,060	—	—	31,487,060	29,377,604
Supporting services:					
Management and general	5,451,200	—	—	5,451,200	4,831,508
Fund-raising	8,403,928	—	—	8,403,928	6,797,751
Total supporting services	13,855,128	—	—	13,855,128	11,629,259
Total expenses	45,342,188	—	—	45,342,188	41,006,863
Excess of revenue, gains and other support over expenses	5,019,222	9,102,751	893,106	15,015,079	7,903,836
Other change in net assets - refunds to donors	—	(74,511)	—	(74,511)	(136,197)
Increase in net assets	5,019,222	9,028,240	893,106	14,940,568	7,767,639
Net assets at beginning of year	11,441,641	11,579,683	12,037,970	35,059,294	27,291,655
Net assets at end of year	$ 16,460,863	20,607,923	12,931,076	49,999,862	35,059,294

See accompanying notes to consolidated financial statements.

C001158

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidated Statement of Functional Expenses

Year ended June 30, 1999
(with comparative totals for the year ended June 30, 1998)

	1999						
	Program services			Supporting services		Total expenses	
	Grants and service to affiliates - USA	Service to the field of family planning	International assistance - family planning	Management and general	Fund-raising	1999	1998
Salaries, payroll taxes, etc.	$ 5,803,532	3,123,918	1,185,805	2,278,270	1,179,962	13,571,487	12,066,365
Employee health and retirement benefits	553,281	289,545	121,284	231,683	118,693	1,314,486	1,190,507
Total employee compensation	6,356,813	3,413,463	1,307,089	2,509,953	1,298,655	14,885,973	13,256,872
Professional fees and contract service payments	1,757,940	2,639,980	81,541	834,152	2,485,325	7,798,938	7,172,395
Supplies	195,933	78,365	21,152	57,613	23,022	376,085	373,294
Shipments of commodities and supplies	263,846	—	391,912	—	—	655,758	565,489
Telephone	369,382	104,330	41,749	87,039	45,949	648,449	593,942
Postage and shipping	564,668	1,922,120	52,969	61,701	3,072,226	5,673,684	4,463,886
Occupancy	525,893	486,154	295,219	776,185	422,891	2,506,342	2,773,781
Outside printing, artwork, etc.	341,331	553,473	28,281	74,071	667,942	1,665,098	1,184,014
Advertising and public service messages	190,016	744,533	230	3,362	10,806	948,947	368,479
Conferences, meetings, travel and subsistence	1,565,898	730,638	318,231	400,183	125,248	3,140,198	2,892,659
Subscriptions and reference publications	125,185	89,732	2,019	28,070	3,975	248,981	225,507
Awards and grants	3,125,322	524,455	1,113,796	7,975	22,212	4,793,760	5,699,778
Repairs and maintenance	397,907	43,209	1,767	21,606	7,480	471,969	462,312
Staff development/training	41,081	14,439	3,910	124,314	14,233	197,977	45,706
Interest, bank and lockbox fees	157	—	5,487	248,066	36,511	290,221	260,604
Amortization and depreciation	118,718	102,569	36,968	109,031	63,709	430,995	433,321
Miscellaneous	267,139	73,410	56,641	107,879	103,744	608,813	233,824
Total expenses	$ 16,207,229	11,520,870	3,758,961	5,451,200	8,403,928	45,342,188	41,006,863

See accompanying notes to consolidated financial statements.

000159

PLANNED PARENTHOOD FEDERATION
OF AMERICA, INC.

Consolidated Statements of Cash Flows

Years ended June 30, 1999 and 1998

	1999	1998
Cash flows from operating activities:		
Increase in net assets	$ 14,940,568	7,767,639
Adjustments to reconcile increase in net assets to net cash provided by operating activities:		
Amortization and depreciation	430,995	433,321
Net appreciation in fair value of investments	(2,202,026)	(3,541,619)
Contributions for endowment and trust funds	(568,688)	(534,896)
Change in value of split-interest agreements	520,287	(477,797)
Gain on beneficial interest in perpetual trust	(527,983)	(502,702)
(Increase) decrease in receivables, advances and deposits	(245,494)	39,719
Increase in contributions and grants receivable	(5,002,198)	(1,192,485)
Increase in inventories, supplies and prepaid expenses	(114,910)	(2,401,433)
Increase in accounts payable and accrued expenses	693,008	3,732,422
(Decrease) increase in payables to related organizations	(404,607)	639,945
(Decrease) increase in deferred revenue	(104,513)	7,296
Increase (decrease) in amounts held on behalf of affiliates and others	883,695	(17,533)
Net cash provided by operating activities	8,298,134	3,951,877
Cash flows from investing activities:		
Purchases of investments	(27,530,536)	(20,245,135)
Proceeds from sale of investments	19,184,824	14,745,098
Purchases of property and equipment	(1,188,964)	(406,603)
Net cash used in investing activities	(9,534,676)	(5,906,640)
Cash flows from financing activities:		
Contributions for endowment and trust funds	568,688	534,896
Proceeds of new gift annuities and charitable remainder trusts gift in excess of amounts recognized as contributions	1,033,568	583,550
Investment return and payments to beneficiaries of split-interest agreements, net	(204,365)	537,241
Net cash provided by financing activities	1,397,891	1,655,687
Net increase (decrease) in cash	161,349	(299,076)
Cash at beginning of year	1,096,821	1,395,897
Cash at end of year	$ 1,258,170	1,096,821

See accompanying notes to consolidated financial statements.

[000161]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Notes to Consolidated Financial Statements

June 30, 1999 and 1998

(1) Mission, Organizational Structure and Summary of Significant Accounting Policies

Planned Parenthood Mission Statement: A Reason for Being

Planned Parenthood believes in the fundamental right of each individual, throughout the world, to manage his or her fertility, regardless of the individual's income, marital status, race, ethnicity, sexual orientation, age, national origin or residence. We believe that respect and value for diversity in all aspects of our organization are essential to our well-being. We believe that reproductive self-determination must be voluntary and preserve the individual's right to privacy. We further believe that such self-determination wll contribute to an enhancement of the quality of life, strong family relationships and population stability.

Based on these beliefs, and reflecting the diverse communities within which we operate, the mission of Planned Parenthood is:

- to provide comprehensive reproductive and complementary health care services in settings which preserve and protect the essential privacy and rights of each individual;

- to advocate public policies which guarantee these rights and ensure access to such services;

- to provide educational programs which enhance understanding of individual and societal implications of human sexuality;

- to promote research, and the advancement of technology in reproductive health care and encourage understanding of their inherent bioethical, behavioral and social implications.

Organizational Structure

Planned Parenthood Federation of America, Inc. (the Federation) is the nation's oldest and largest voluntary family planning organization. The Federation maintains a national office in New York City, three domestic regional offices, a Washington, D.C. office and four international offices that monitor the Family Planning International Assistance Program. The Federation is affiliated with 132 independent medical and educational organizations and related entities, all of which are separately incorporated in their respective states and which collectively constitute the Federation's membership. The accompanying consolidated financial statements do not include the financial position, changes in net assets and cash flows of these independent affiliated organizations. The financial position, results of operations and cash flows of Planned Protection Insurance Company, Limited, a separately incorporated organization discussed in note 11, the capital stock of which is held in trust by the Federation on hehalf of insured affiliates, are also excluded from the accompanying consolidated financial statements.

(Continued)

[000162]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Notes to Consolidated Financial Statements

June 30, 1999 and 1998

The Federation's consolidated financial statements include the financial position, changes in net assets and cash flows of The Planned Parenthood Foundation (the Foundation) and Planned Parenthood Action Fund, Inc. (PPAF). The Foundation was incorporated in 1994 for the purpose of raising funds and making grants to the Federation and its affiliates. PPAF was incorporated in 1989 to encourage and protect informed individual choice regarding reproductive health care, advocate public policies which guarantee the right to choice and full and nondiscriminatory access to reproductive health care, and foster and preserve a social and political climate favorable to the exercise of reproductive choice.

The Federation and the Foundation are not-for-profit organizations exempt from U.S. Federal income taxes under Section 501(c)(3) of the Internal Revenue Code and have been designated as organizations which are not private foundations. PPAF is a not-for-profit organization exempt from Federal income taxes under Section 501(c)(4) of the Internal Revenue Code.

The Federation incurs program service expenses for the following:

Grants and service to affiliates - USA - domestic-centered programs designed to assist the Federation's

affiliates in their efforts to provide outstanding service to the patients and communities they serve.

Service to the field of family planning - domestic-centered programs designed to ensure the Federation's leadership in serving the entire field of family planning and reproductive choice, including advocacy, medical services and education.

International assistance- family planning - programs designed to advance the reproductive health and rights of women and their families outside of the United States.

Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting. The Federation's net assets and revenues, expenses, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the consolidated net assets of the Federation and changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets - Net assets subject to donor-imposed stipulations that will be met either by actions of the Federation and/or the passage of time.

Permanently restricted net assets - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Federation. Generally, the donors of these assets permit the Federation to use all or part of the income earned on related investments for general or specific purposes.

[000163]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Notes to Consolidated Financial Statements

June 30, 1999 and 1998

Revenues ate reported as increases in unrestricted net assets unless their use is limited by donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets (i.e., the donor-stipulated purpose has been fulfilled and/or the stipulated time period has elapsed) are reported as net assets released from restrictions.

(b) Contributions

Contributions, which include unconditional promises to give, are recognized as revenue in the period received at their net present value, discounted at a risk-free rate.

(c) Investments

Investments in equity securities with readily determinable fair values and all debt securities are carried at fair value based upon quoted market prices.

(d) Inventories

Inventories are valued at the lower of cost or market, on a first-in, first-out basis. Fixed Assets

(e) Fixed Assets

Leasehold improvements and equipment are reflected in the accompanying consolidated balance sheets at cost. Amortization and depredation are recorded on the straight-fine method over the estimated useful lives of the assets or the life of the lease, whichever is shorter.

(f) Accounting Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosures of contingencies at the date of the financial statements and revenues and expenses recognized during the reporting period. Actual results could differ from those estimates.

(g) Comparative Financial Information

The consolidated financial statements include certain 1998 comparative information. With respect to the consolidated statement of activities, such prior year information is not presented by net asset class and, in the consolidated statement

of functional expenses, 1998 expenses by object are presented in total rather than by functional category. Accordingly, such information should be read in conjunction with the Federation's 1998 consolidated financial statements from which the summarized information was derived.

[000164]

(h) Reclassifications

Certain 1998 amounts have been reclassified to conform with 1999 presentation.

Other significant accounting policies are set forth in the consolidated financial statements and the following notes.

(2) Fund for the Future

The Fund for the Future was established in 1990 to help provide for the long-term development of the Federation's affiliates. Resources are provided by the Federation, as well as affiliates and the general public. Investment returns are used to fund development grants to affiliates and incidental fund raising and administrative costs. At June 30, 1999 and 1998, the balance in the Fund for the Future was as follows:

		1999	1998
Unrestricted - designated	$	2,759,832	2,675,856
Temporarily restricted		1,648,356	1,384,821
Permanently restricted		2,995,952	2,932,403
	$	7,404,140	6,993,080

(3) Investments

The fair value of the Federation's investments at June 30, 1999 and 1998 is summarized as follows:

		1999	1998
Cash and liquid investment funds	$	2,704,869	4,499,085
U.S. Government obligations		18,84546	11,147,680
Common and preferred stock		18,876,450	14,233,876
Municipal bonds		388,115	235,288
Corporate bonds		5,239,224	5,898,210
Other		591,767	84,094
	$	46,645,971	36,098,233

Investments include split-interest gifts of $8,269,837 and $6,447,598 in 1999 and 1998, respectively. Such split-interest gifts include certain segregated investment accounts relating to charitable gift annuities in compliance with the insurance laws of various states. The balance of these accounts aggregated $3,303,843 and $2,898,603 at June 30, 1999 and 1998, respectively.

[000165]

(4) Contributions and Grants Receivable

Contributions and grants receivable consist of the following at June,30, 1999 and 1998:

		1999	1998
Contributions and grants:			
Receivable in:			
Less than one year	$	5,594,101	2,108,571
One to five years		3,391,655	1,342,307
		8,985,756	3,450,878
Less discount to present value		(777,666)	(269,986)
	$	8,208,090	3,180,892

(5) Split-Interest Agreements and Perpetual Trust

The Federation's split-interest agreements with donors consist prima.rily of charitable gift annuities, pooled life income funds and charitable remainder trusts for which the Federation serves as trustee. Split-interest related contribution revenue is recognized at the date the assets are received after recording 1labilities for either (i) the present value of the estimated future payments to be made to the donors and/or other beneficiaries or (ii) the discount to present value for a term equal to the life expectancy of the donor for pooled life income fund gifts. These liabilities are adjusted annually for changes in the value of the assets, accretion of the discount and other changes in the estimates of future benefits. The Federation is also the beneficiary of a perpetual trust held and administered by a third party.

(6) Property and Equipment

Property and equipment consist of the following at June 30, 1999 and 1998:

		1999	1998
Construction in progress (note 14)	$	214,894	
Leasehold improvements		487,765	487,765
Equipment		5,971,487	4,997,602
		6,674,146	5,485,367
Less accumulated amortization and depreciation		(4,470,711)	(4,039,900)
	$	2,203,435	1,445,467

[000166]

(7) Payables to Related Organizations

Payables to related organizations primarily consist of amounts owed to affiliates in connection with the Federation's contribution sharing arrangement (rebates). In addition, during fiscal 1998, the Federation agreed to continue to provide, through fiscal year 2001, general support to the Alan Guttmacher Institute (AGI), an independent, nonprofit corporation for research, policy analysis and public education on reproductive health issues, and a special afffiliate of the Federation. Payments to AGI are expected to be made as follows:

Year ending June 30		Amount
2000	$	351,281
2001		361,818
		713,099
Less discount to Present Value		(108,178)
	$	604,921

(8) Lease Commitments

The Federation's noncancelable operating lease for its office facilities at 810 Seventh Avenue, New York, New York expires February 28, 2003. The Federation also has a number of lease commitments for regional offices expiring through 2005.

The following is a schedule of the minimum future rentals on these leases at June 30, 1999:

Year ending June 30		Amount
2000	$	2,640,000
2001		2,661,000
2002		2,783,000
2003		2,062,000
2004		271,000
Thereafter		50,000
Total future minimum rentals	$	10,467,000

Rent expense for the year ended June 30, 1999 was approximately $2,545,000 ($2,655,000 for the year ended June 30, 1998).

[000167]

(9) Pension Plan

The Federation has a defined contribution pension plan covering all full-time employees who have completed two years of service and who are age 21 or older. The Federation makes contributions to the plan on behalf of each participant in an amount equal to 3% of the employee's compensation. In addition, the Federation makes matching contributions of $.50

for every $1 of employee contributions up to 6% of cash compensation. The employee contributions are made to a separate tax deferred annuity 403(b) plan. Participants are fully vested upon oligibility, and all contributions are nonforfcitable.

Pension expense was approximately $437,000 for the year ended June 30, 1999 ($399,000 for the year ended June 30, 1998).

(10) Allocation of Joint Costs

During the years ended June 30, 1999 and 1998, the Federation incurred joint costs for informational materials and activities that included fund-raising appeals that were allocated as follows:

		1999	1998
Fund-raising	$	5,803,384	5,162,125
Grants and service to affiliates - USA		828,218	844,940
Service to the field of family planning	$	10,061,396	8,821,620

(11) National Insurance Program

The Federation has estabfished and administers in coordination with a council representative of the Federation's board and affiliates, a program of insurance, self-insurance and risk management for the Federation and its affiliates (the National Insurance Program or the Insurance Program). The Insurance Program obtains insurance against medical professional liability, general liability and other risks arising from the activities of the Federation and its affifiates, and provides related risk management assistance to enhance the

quality of patient care and to reduce the frequency and severity of losses. Such insurance and self-insurance protection is obtained from commercial carriers and from a "limited parpose" (i.e., "captive") insurance company, Planned Protection Insurance Company, Limited (PPIC), licensed and operating in Bermuda. The largest of the commercial carriers, in turn, reinsures all of its coverage through PPIC. The Federation has committed that it will apply the Insurance Program funds solely to the payment of premiums, to Insurance Program administration expenses and to other Insurance Program purposes and expenses and, therefore, such funds are not available for any other purpose.

[000168]

In 1998, in an effort to contain costs and maintain the attachment point for excess layer (umbrella) coverage through December 31, 2000, the Federation prepaid the costs of such umbrella coverage. Financing, secured by fees from affiliates, was obtained in connection with this multi-year arrangement. In 1999, coverage was extended through December 31, 2001. As of June 30, 1999 and 1998, the related prepaid expenses were $3,673,064 and $3,856,179, respectively, and the liability (included in accounts payable and accrued expenses) was $2,163,000 and $3,003,000, respectively.

As of and for the years ended June 30, 1999 and 1998, the Insurance Program's total assets were $4,805,749 and $5,337,846 and total net assets wore $(19,401) and $35,909, respectively.

(12) Unrestricted Net Assets Designated by the Board of Directors

The following table summarizes the various purposes for which the Board of Directors has designated unrestricted net assets at June 30, 1999 and 1998:

		1999	1998
For operating activities - grants and services			
To affiliates - USA	$	204,032	72,054
For long-term investment:			
For grants and service to affiliates - USA Fund for the Future (note 2)	$	2,759,832	2,675,856
For general purposes:			
Gift annuity funds		735,515	611,562
Endowment funds		3,327,254	1,110,375
Investment income in excess of spending Formulas		1,523,258	1,154,571
	$	8,345,859	5,552,364

FOLDOUT EXHIBITS

[000169-000174]

Notes to Consolidated Financial Statements

Consolidating Schedule for the Balance Sheet

Consolidating Schedule for the Statement of Activities - Unrestricted Net Assets

Consolidating Schedule for the Statement of Activities - Temporarily Restricted Net Assets

Consolidating Schedule for the Statement of Activities - Permanently Restricted Net Assets

(13) Temporarily Restricted Net Assets and Permanently Restricted Net Assets

The following table summarizes the nature of the temporarily restricted net assets at June 30, 1999 and 1998, and the purposes for which such net assets may be used:

	1999	1998
For operating activities:		
Grants and service to affiliates – USA:		
Fund for the Future (note 2)	$ 126,522	339,403
Other	3,445,354	2,206,980
Service to the field of family planning	8,932,109	2,641,379
International assistance – family planning	3,220,590	2,490,925
General purposes (time restricted)	600,000	—
	16,324,575	7,678,687
For long-term investment:		
Time restricted:		
Pooled income funds	899,095	693,594
Unitrust and annuity trust funds	1,265,739	1,100,239
Purpose restricted:		
For grants and service to affiliates – USA:		
Surgical services loan fund	103,894	128,894
Investment income in excess of spending formulas:		
Fund for the Future (note 2)	1,521,834	1,045,418
Other	183,073	179,442
For international assistance – family planning – investment income in excess of spending formulas	454,092	168,150
	4,427,727	3,315,737
Planned Parenthood Action Fund, Inc. – primarily service to the field of family planning	(144,379)	585,259
	$ 20,607,923	11,579,683

(Continued)

The following table summarizes the nature of the permanently restricted net assets at June 30, 1999 and 1998, and the purposes for which the income on such net assets may be used:

	1999	1998
Endowment funds for:		
Grants and service to affiliates – USA:		
Fund for the Future (note 2)	$ 2,995,952	2,932,403
Other	296,781	296,501
Service to the field of family planning	1,382,122	1,382,122
International assistance – family planning	3,902,736	3,902,736
General purposes	682,504	381,210
Beneficial interest in perpetual trust – for general purposes	3,592,839	3,064,856
The Planned Parenthood Foundation - endowment fund for general purposes	78,142	78,142
	$ 12,931,076	12,037,970

(14) Subsequent Event

On July 12, 1999, the Federation purchased a building at 1780 Massachusetts Avenue, N.W., Washington, D.C., for its public policy programs. The building is currently being renovated and is expected to be ready for occupancy in March 2000. The purchase price of the building was $3,250,000, and the total cost of the project, including renovations, furnishings and equipment, will approximate $7,000,000. A $500,000 deposit towards the purchase of the building has been included in receivables, advances and deposits in the accompanying consolidated financial statements. Additionally, $214,894 of acquisition, due diligence and design costs incurred prior to June 30, 1999 has been capitalized as construction in progress, within property and equipment.

In connection with the purchase, the Federation took out a short-term (bridge) loan with Bank of America, N.A. ("B of A"), on July 12, for $4,000,000. The loan is a floating rate loan, at the 30-day LIBOR plus 70 basis points (.70%), and matures on December 31, 1999. The short-term loan will be replaced by long-term financing, predominately tax-exempt bonds to be issued by the District of Columbia (with an underlying letter of credit from B of A) on or about December 1, 1999. Such long-term financing is expected to finance the entire cost of the project.

Schedule 1

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidating Schedule for the Balance Sheet

June 30, 1999

	Planned Parenthood Federation of America, Inc.	Planned Parenthood Action Fund, Inc.	The Planned Parenthood Foundation	Eliminations	Planned Parenthood Federation of America, Inc. (consolidated)
Assets					
Cash	$ 780,109	247,252	230,809	—	1,258,170
Investments held for current operations	17,460,183	4,700	61,121	—	17,526,004
Receivables, advances and deposits:					
Affiliates	1,913,556	—	—	(323,338)	1,590,218
Other	1,159,669	—	—	—	1,159,669
Contributions and grants receivable, net	8,182,690	400	—	—	8,183,090
Inventories, supplies and prepaid expenses	4,835,234	89,859	—	—	4,925,093
Investments held for long-term purposes	29,119,967	—	108,819	(108,819)	29,119,967
Beneficial interest in perpetual trust	3,592,839	—	—	—	3,592,839
Property and equipment, net	2,203,435	—	—	—	2,203,435
Total assets	$ 69,247,682	342,211	400,749	(432,157)	69,558,485
Liabilities and Net Assets					
Accounts payable and accrued expenses	$ 10,011,966	311,895	6,820	—	10,330,681
Payables to related organizations	2,530,264	174,695	148,643	(432,157)	2,421,445
Deferred revenue	592,992	—	—	—	592,992
Liability under split-interest agreements	4,508,942	—	—	—	4,508,942
Amounts held on behalf of affiliates and others	1,704,563	—	—	—	1,704,563
Total liabilities	19,348,727	486,590	155,463	(432,157)	19,558,623
Net assets:					
Unrestricted:					
Undesignated, available for general activities	5,540,393	—	—	—	5,540,393
Designated by the Board of Directors:					
For operating activities	204,032	—	—	—	204,032
For long-term investment	8,345,859	—	—	—	8,345,859
Net investment in property and equipment	2,203,435	—	—	—	2,203,435
The Planned Parenthood Foundation	—	—	167,144	—	167,144
	16,293,719	—	167,144	—	16,460,863
Temporarily restricted:					
For operating activities	16,324,575	—	—	—	16,324,575
For long-term investment	4,427,727	—	—	—	4,427,727
Planned Parenthood Action Fund, Inc.	—	(144,379)	—	—	(144,379)
	20,752,302	(144,379)	—	—	20,607,923
Permanently restricted	12,852,934	—	78,142	—	12,931,076
Total net assets	49,898,955	(144,379)	245,286	—	49,999,862
Total liabilities and net assets	$ 69,247,682	342,211	400,749	(432,157)	69,558,485

See accompanying independent auditors' report.

000171

Schedule 2

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidating Schedule for the Statement of Activities - Unrestricted Net Assets

Year ended June 30, 1999

	Planned Parenthood Federation of America, Inc.	Planned Parenthood Action Fund, Inc.	The Planned Parenthood Foundation	Eliminations	Planned Parenthood Federation of America, Inc. (consolidated)
Revenue, gains and other support:					
Revenue and gains:					
Contributions and grants:					
Direct response	$ 20,120,775	—	—	—	20,120,775
Major donors, foundations and corporations	4,104,038	—	209,618	(300,000)	4,013,656
Bequests	4,432,823	—	—	—	4,432,823
Affiliates, principally National Program Support	5,000,174	—	—	—	5,000,174
Federated fund-raising organizations	—	—	225,338	—	225,338
Donated services and commodities	185,150	—	—	—	185,150
Total contributions and grants	33,842,960	—	434,956	(300,000)	33,977,916
Other revenue and gains:					
Sales of publications and commodities	616,952	—	—	—	616,952
Interest and dividends	703,949	—	6,921	—	710,870
Net appreciation in fair value of investments	556,661	—	10,131	—	566,792
Change in value of split-interest agreements	(712,723)	—	—	—	(712,723)
Fees for services to affiliates and others	2,567,461	—	—	(14,400)	2,553,061
Total other revenue and gains	3,732,300	—	17,052	(14,400)	3,734,952
Net assets released from restrictions:					
Satisfaction of restrictions	9,164,450	3,421,266	1,162	—	12,586,878
Recovery of program administrative costs	61,664	—	—	—	61,664
Total net assets released from restrictions	9,226,114	3,421,266	1,162	—	12,648,542
Total revenue, gains and other support	46,801,374	3,421,266	453,170	(314,400)	50,361,410
Expenses:					
Program services:					
Grants and service to affiliates - USA	15,912,111	255,518	339,600	(300,000)	16,207,229
Service to the field of family planning	9,606,132	1,914,738	—	—	11,520,870
International assistance - family planning	3,758,961	—	—	—	3,758,961
Total program services	29,277,204	2,170,256	339,600	(300,000)	31,487,060
Supporting services:					
Management and general	5,272,396	167,981	25,223	(14,400)	5,451,200
Fund-raising	7,259,454	1,083,029	61,445	—	8,403,928
Total supporting services	12,531,850	1,251,010	86,668	(14,400)	13,855,128
Total expenses	41,809,054	3,421,266	426,268	(314,400)	45,342,188
Increase in net assets	4,992,320	—	26,902	—	5,019,222
Net assets at beginning of year	11,301,399	—	140,242	—	11,441,641
Net assets at end of year	$ 16,293,719	—	167,144	—	16,460,863

See accompanying independent auditors' report.

0001472

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidating Schedule for the Statement of Activities - Temporarily Restricted Net Assets

Year ended June 30, 1999

	Planned Parenthood Federation of America, Inc.	Planned Parenthood Action Fund Inc.	The Planned Parenthood Foundation	Planned Parenthood Federation of America, Inc. (consolidated)
Revenue, gains and other support:				
Revenue and gains:				
Contributions and grants:				
Direct response	$ 58,857	2,584,525	—	2,643,382
Major donors, foundations and corporations	15,391,212	93,246	1,162	15,485,620
Bequests	650,000	—	—	650,000
Donated services and commodities	223,802	—	—	223,802
Federated fund-raising organizations	403,374	—	—	403,374
Governmental grants	378,244	—	—	378,244
Total contributions and grants	17,105,489	2,677,771	1,162	19,784,422
Other revenue and gains:				
Interest and dividends	125,344	13,857	—	139,201
Net appreciation in fair value of investments	1,635,234	—	—	1,635,234
Change in value of split-interest agreements	192,436	—	—	192,436
Total other revenue and gains	1,953,014	13,857	—	1,966,871
Net assets released from restrictions:				
Satisfaction of restrictions	(9,164,450)	(3,421,266)	(1,162)	(12,586,878)
Recovery of program administrative costs	(61,664)	—	—	(61,664)
Total net assets released from restrictions	(9,226,114)	(3,421,266)	(1,162)	(12,648,542)
Total revenue, gains and other support	9,832,389	(729,638)	—	9,102,751
Increase (decrease) in net assets before other change in net assets	9,832,389	(729,638)	—	9,102,751
Other change in net assets - refund to donor	(74,511)	—	—	(74,511)
Increase (decrease) in net assets	9,757,878	(729,638)	—	9,028,240
Net assets at beginning of year	10,994,424	585,259	—	11,579,683
Net assets at end of year	$ 20,752,302	(144,379)	—	20,607,923

See accompanying independent auditors' report.

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Consolidating Schedule for the Statement of Activities - Permanently Restricted Net Assets

Year ended June 30, 1999

	Planned Parenthood Federation of America, Inc.	The Planned Parenthood Foundation	Planned Parenthood Federation of America, Inc. (consolidated)
Revenue, gains and other support:			
Revenue and gains:			
Contributions and grants:			
Major donors, foundations and corporations	$ 33,650	—	33,650
Bequests	301,294	—	301,294
Affiliates	30,179	—	30,179
Total contributions and grants	365,123	—	365,123
Other revenue and gains:			
Gain on beneficial interest in perpetual trust	527,983	—	527,983
Total other revenue and gains	527,983	—	527,983
Total revenue, gains and other support	893,106	—	893,106
Increase in net assets	893,106	—	893,106
Net assets beginning of year	11,959,828	78,142	12,037,970
Net assets at end of year	$ 12,852,934	78,142	12,931,076

See accompanying independent auditors' report.

000174

[000175]

BYLAWS
of the
PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

AMENDED BY THE MEMBERSHIP AT ITS MEETING ON DECEMBER 5, 1998

TABLE OF CONTENTS

ARTICLE		PAGE
I.	NAME	3
II.	PURPOSE	4
III.	MEMBERSHIP	5
IV.	MEETINGS OF THE MEMBERSHIP	6
	Section 1. Annual and Special Meetings	6
	Section 2. Appointment of Delegates by the Affiliates	6
	Section 3. Voting	7
	Section 4. Quorum	8
	Section 5. Notices	8
	Section 6. Action Without a Meeting	8
V.	BOARD OF DIRECTORS	10
	Section 1. Management	10

Section 2. Composition, Election and Tenure 10
Section 3. Meetings 11
Section 4. Quorum 11
Section 5. Notice of Board Meetings . 12
Section 6. Powers and Duties 12
Section 7. Financial Responsibilities of Directors 13
Section 8. Executive Committee 14

VI. OFFICERS 15

Section 1. Elected Officers 15
Section 2. Election of Officers 15
Section 3. Vacancies 15
Section 4. Duties of Elected Officers . 15
Section 5. Staff Officers 17
Section 6. Officers-Elect 17

VII. COMMITTEES 19

Section 1. Committees 19
Section 2. National Nominating Committee 19
Section 3. Other Committees 21
Section 4. Committee Meetings 22

[000176]

VIII. REGIONS OF THE FEDERATION 23

IX. AFFILIATE CHIEF EXECUTIVES COUNCIL AND VOLUNTEER LEADERSHIP COUNCIL 24

X. POLICYHOLDERS COUNCIL 25

Section 1. Composition and Tenure 25
Section 2. Duties 25

XI. FUND FOR THE FUTURE COUNCIL 26

Section 1. Composition and Tenure 26
Section 2. Duties 26

XII. INTERNATIONAL REPRESENTATION 28

XIII. RESTRICTIONS 29

XIV. STANDARDS OF AFFILIATION 30

PREAMBLE 30
Section 1. Authority 30
Section 2. The Affiliate 30
Section 3. Affiliate Organizational Structure 30
Section 4. Affiliate Bylaws 31
Section 5. Affiliation Mandates 31
Section 6. General Standards 33
Section 7. Affiliate Sub-units 33
Section 8. Other Organizations Permitted to Use the Trademarks . . . 33
Section 9. Rights to Use the Trademarks 37
Section 10. Extension 42
Section 11. Enforcement Procedures . . 42
Section 12. Final Disposition 47
Section 13. Responsibilities of the Federation and National Office to Affiliates 47

XV. AMENDMENT OF BYLAWS 49

XVI. AMENDMENT OF CERTIFICATE OF INCORPORATION 50

XVII. PARLIAMENTARY AUTHORITY . . . 51

XVIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS 52

XIX. DEFINITIONS 53

XX. TRANSITION BYLAWS 54

[000177]

ARTICLE I - NAME

a. The name of this corporation shall be the Planned Parenthood Federation of America, Inc.*, hereinafter called the Federation, or PPFA.

b. (1) PPFA owns all right, title, and interest in all trademarks, service marks, trade names, logos, and designs that include or use the words "Planned Parenthood" or the initials "P" or "PP" in design form, or with which the words "Planned Parenthood" or the initials "P" or "PP" in design form are used in close connection or proximity (hereinafter the "Trademarks").

(2) The Membership of PPFA established on November 5, 1993 and April 22, 1995 policies whereby PPFA or its licensee(s) are authorized under certain conditions to manufacture, market, distribute, and/or sell products (the "Products") bearing the Trademarks. In using PPFA's Trademarks, PPFA and its licensees will adhere to the Trademarks Procedures Handbook described in Section 9(c) (1) and 9(c) (6) of Article XIV of these Bylaws.

(3) All ownership rights in and to the Trademarks and the goodwill associated therewith developed in connection with the manufacture, marketing, distribution, and/or sale of the Products inures solely to the benefit of PPFA. Except as otherwise specifically provided in these

---

* On October 25, 1961 the World Population Emergency Campaign was amalgamated with the Planned Parenthood Federation of America, Inc.

Bylaws, no person, corporation, partnership or other legal entity, including without limitation Affiliates and any other organizations permitted to use the Trademarks pursuant to Section 8 of Article XIV of these Bylaws or otherwise ("Permitted Organizations"), shall have any claim of rights in or to the Trademarks nor any claim to any royalties or other income realized by PPFA as a result of the manufacture, marketing, distribution, or sale of the Products.

(4) All proceeds from the manufacture, marketing, distribution, or sale of the Products shall be used to fund programs that benefit the entire Federation. Revenue sharing procedures shall be determined by the ad hoc committee to be established composed of members of the PPFA Finance and Trademark Committees with representatives from the Affiliate Chief Executives Council and the Volunteer Leadership Council.

[000178]

ARTICLE II - PURPOSE

We believe that the ability to regulate one's own fertility is a basic human right essential to the emotional, physical, social and economic well-being of the individual, the family, the community, the nation, and the world. Therefore, the purpose of the Federation shall be:

a) To provide leadership:

- in making effective means of voluntary fertility regulation, including contraception, abortion, sterilization, and infertility services, available and fully accessible to all as a central element of reproductive health care;

- in achieving, through informed individual choice, a U.S. population of stable size in an optimum environment;

- in stimulating and sponsoring relevant biomedical, socio-economic, and demographic research;

- in developing appropriate information, education, and training programs;

b) To support and assist efforts to achieve similar goals in the United States and throughout the world.

Positions and programs adopted in pursuit of the above goals should be constantly reviewed and reevaluated in the light of changing conditions.

The Federation shall not discriminate on the basis of race, color, religion, sex, national origin, age, disability, sexual orientation, income, marital status, or other bases protected by applicable law.

The Federation reaffirms that where any program with which it is associated becomes tainted with such bias, it will vigorously and promptly disassociate the Federation from it.

[000179]

ARTICLE III - MEMBERSHIP

The Federation is a membership organization. Each organization which has been found by the PPFA Board of Directors to have fulfilled the requirements set forth in the Standards of Affiliation (Article XIV) and which has been certified by the Board of Directors as an Affiliate (Article V,

Section 6.1) shall have three memberships. Each member of the Board of Directors selected in accordance with Article V, Section 2 shall have one membership.

The retention by an Affiliate of its memberships shall depend upon continuing conformity with the Standards of Affiliation (Article XIV), and may be terminated by the Board of Directors pursuant to Article V, Section 6.n.

The Membership is the policy-forming body of the Federation. It is responsible for approving long-range goals and priorities of the Federation.

The Board of Directors may create such classes of non-voting Associate Membership as it may consider appropriate.

[000180]

ARTICLE IV - MEETINGS OF THE MEMBERSHIP

Section I. Annual and Special Meetings.

a. Annual Meeting. There shall be an Annual Meeting of the Membership at such time and place as shall be determined by the Board of Directors.

All business which comes properly before this meeting shall be transacted, including:

- the election of Directors-at-Large and of the Chairperson and other members of the Nominating Committee, to succeed those whose terms have expired and to fill any vacancies.

- any special business of which due notice has been given
  by the Secretary in the final notice.

- consideration of reports for the closing year.

- review or amendment of the Federation's Bylaws including the Standards of Affiliation in accordance with Article XV.

- determination of the dues formula for National Program
  Support to be contributed in the ensuing year by all Affiliates to the Federation.

Any special business of which due notice has not been given by the Secretary may be placed on the agenda for vote at the request of no fewer than three (3) Affiliates from each Region. Materials regarding such special business must be mailed by such Affiliates to the National Office, each Affiliate, and each member of the PPFA Board of Directors no later than four (4) weeks in advance of the Annual Meeting.

b. Special Meetings. A special meeting may be called at any time by resolution of the Board of Directors or on the written request of those members entitled to cast ten percent (10%) of the total number of votes at a membership meeting. Special meetings shall deal only with matters of business which have been stated in the call to the meeting.

Section 2. Appointment of Delegates by the Affiliates.

Each Affiliate shall be entitled to appoint a voting delegate to represent each of its memberships at the Annual

Membership Meeting or at Special Meetings. The Affiliate's chief executive may be a voting delegate. Each Affiliate shall also be entitled to appoint an alternate delegate to represent each of its three memberships at the Annual Membership Meeting or at special meetings in the absence or inability to serve of the voting delegates. A voting delegate (or an alternate delegate) may be authorized by an Affiliate to vote one, two, or three of its memberships, except, however, that the Affiliate's chief executive may not be authorized, as a

[000181]

delegate or an alternate delegate, to vote more than one of the Affiliate's memberships.

Each affiliate shall be entitled to appoint its three (3) delegates and three (3) alternates prior to each annual or special meeting of the membership. Written notice of all delegate and alternate appointments must be mailed to the Secretary of the Federation postmarked no later than three weeks before the day of the annual membership meeting and two weeks before any special membership meeting. Written notice may also be sent via facsimile (FAX) provided that it is received by the Secretary no later than three business days after the deadline for postmarking notice by mail.

If it becomes necessary to replace a voting delegate with an alternate already appointed as provided above, written notice of the appointment must be received by the Secretary of the Federation no later than noon of the day before the day of the meeting. The alternate shall have all of the rights and shall exercise all of the duties of the voting delegate.

Section 3. Voting.

The voting delegate for each membership of an Affiliate shall have one vote at all meetings of the Membership unless such Affiliate is (i) on probation for failure to submit its annual audit; or (ii) delinquent in payment of its National Program Support; or (iii) it has been placed on administrative probation by the PPFA Board because its audited financial statements report a deficit in expendable net assets; or (iv) its accreditation has been revoked by the PPFA Board of Directors. For this purpose an Affiliate will be considered delinquent if such National Program Support has not been received by the tenth day preceding the day of the Membership Meeting. Each voting delegate may vote in person or by proxy.

Each member of the Board of Directors shall have one (1) vote at all meetings of the Membership and may vote only in person. If a member of the Board of Directors is also an Affiliate voting delegate, he/she shall have one (1) vote in each capacity.

A proxy may be given by a voting delegate of an Affiliate to the Secretary of the Federation, to a member of the Board of Directors, or to a volunteer voting delegate. Proxies shall be registered with the Secretary of the Federation, or, if the Secretary is absent or unable to serve, with a member of the Board designated by the Chairperson of the Federation by noon of the day before the day of the meeting.

Section 4. Quorum.

A quorum at all meetings of the Membership shall consist of one-third (1/3) of the total number of votes entitled

to be cast at a Membership Meeting. An Affiliate shall be considered present in person or by proxy.

[000182]

All actions of the Membership shall become effective upon a majority of the votes cast by the persons present in person or by proxy and entitled to vote, except as elsewhere provided.

Section 5. Notices.

a. Annual Meetings. First notice of the time and place of the Annual Meeting shall be given by the Secretary by mail at least four (4) months in advance to the last known address of each Affiliate. Materials on matters requiring a vote should be mailed to Affiliates as early as possible and shall be mailed at least six (6) weeks in advance of the Annual Meeting. Final notice shall be sent by the Secretary by mail one (1) month in advance of the Annual Meeting to all Affiliates and their delegates. There shall be included with such notice a suitable form of proxy for use by the delegates.

b. Special Meeting. Notice of the time and place of all special meetings shall be given by the Secretary by mail, at least four (4) weeks in advance to the last known address of each Affiliate and to each member of the Board of Directors, except that if the meeting is called by written demand of ten percent (10%) of the members entitled to vote, such demand shall be served on the Secretary and shall specify the date of the meeting, which shall be not less than two nor more than three months from the date of the written

demand. Upon receiving the written demand, the Secretary shall promptly give notice of the meeting or, if he or she fails to do so within five business days, any member signing the demand may give such notice. The notice shall contain a specific statement of the purpose or purposes for which the meeting is to be held. No matter not so specified shall be considered at the meeting. There shall be included with the notice of the special meeting a suitable form of proxy for use by the delegates.

Section 6. Action Without a Meeting.

The Membership may also take action without a meeting by written vote, provided the action has been proposed by the Board of Directors. Notice of the proposal shall be sent to each Affiliate and each member of the Board of Directors.

The notice shall specify a period of sixty (60) days from the date on which the notice is mailed, or such longer period as may be fixed by the Board of Directors, within which votes may be cast.

Each Affiliate shall have one vote for each of its memberships unless such Affiliate is (i) on probation for failure to submit its annual audit; (ii) delinquent in payment of its National Program Support as of the final day on which votes may be cast; or (iii) it has been placed on administrative probation by the PPFA Board because its audited financial statements report a deficit in expendable net assets; or (iv) its accreditation has been revoked by the PPFA Board of Directors. Each member of the Board of Directors shall have one vote.

[000183]

Votes shall be in writing and shall be sent by mail or telegram or fax or otherwise delivered to the principal office of the Federation for the attention of the Secretary, and shall be deemed to have been cast on the date on which they are received at that office.

If, by the end of such sixty (60) day period, or such longer period as may have been fixed by the Board of Directors, two-thirds (2/3) of the eligible votes shall be cast in favor of the proposed action, such action shall be approved.

[000184]

ARTICLE V - BOARD OF DIRECTORS

Section 1. Management.

The management of the Federation shall rest with the Board of Directors which may delegate the execution of its programs to appropriate officers and committees.

Section 2- Composition, Election and Tenure.

a. Other than the representative of ACEC, only volunteers shall be members of the Board of Directors. The Board of Directors shall consist of twenty-nine (29) voting members including sixteen (16) members elected by the Membership; two (2) Directors from each of the four Regions, one of whom is selected by the Region, and the other is chosen by the National Nominating Committee from among a panel proposed by his/her Region and elected by the Membership; the chairperson of the PPFA Board; one (1) member selected by ACEC; one (1) member selected by

VLC; one (1) member selected by AGI; and one (1) member selected by NMC.

Directors (excluding the *ex-officio* directors) shall be divided into three groups of eight (8). At each Annual Membership Meeting, a new group, numbering one third (1/3) shall be elected.

Whenever, by reason of amendment to the Bylaws, the number of Directors shall be reduced, all Directors then serving shall remain in office for the balance of the terms for which they were elected, and as the term of each group then in office expires, a new group shall be elected in accordance with the new Bylaw provisions, so that the reductions in number shall be phased in.

After submission to the Membership by the National Nominating Committee of nominations for elected Directors, other nominations for elected Directors shall be accepted no later than three (3) weeks before the date of the election, provided that, by such date, the consent of each nominee is obtained and each nomination is endorsed by at least three (3) Affiliates from each Region. The names of the nominees with biographical data and the names of the Affiliates by which they are nominated must be sent by the nominators to the National Office, each Affiliate and each member of the PPFA Board of Directors. A written ballot shall be required when more than one candidate has been proposed for an office.

The representatives of AGI, VLC, NMC, and ACEC shall each serve for a one (1) year term, and each of them may be designated to serve up to five (5) additional consecutive one-year terms. Directors elected by the Membership (or, in the case of a vacancy, elected by the Board) or selected by the Regions shall serve terms of three

(3) years, and each of them may serve one additional three-year term. No Director shall be designated or elected for any term which would result in more than six (6) consecutive full years as a Director, except that: (i) the Chairperson may serve as an *ex-officio* member of the Board in accordance with provisions of Article VI, Section 2, and (ii) a

[000185]

Director elected for an unexpired term of less than six (6) months shall be eligible to serve two (2) additional terms.

A Director who has served six (6) consecutive years is not eligible for reelection for a period of one year following completion of his/her sixth year of service.

The terms of Directors shall begin at the end of the Annual Meeting of the Membership except when vacancies are filled, and shall end when their successors are elected.

A Director may be removed, with or without cause, by a vote of the Membership.

Vacancies of Directors elected by the Membership may be filled in accordance with Article VII, Section 2.b.7. Vacancies among Regionally selected Directors may be filled in accordance with the procedures governing the respective Regions.

The Chairperson shall, following completion of his or her term, be an honorary member of the Board of Directors for one year.

b. The National Nominating Committee shall nominate and the Membership shall elect three persons who are Chief

Executives of Affiliates to act as non-voting Advisors to the Board to serve for a term of one year beginning at the end of the Annual Meeting of the Membership. An Advisor shall be eligible to serve up to five (5) additional one-year terms. Any Advisor who has seared six terms shall not be eligible for re-election for a period of one year following completion of his/her terms. In the event any such person ceases to be the Chief Executive of an Affiliate during the term, the vacancy shall be filled in accordance with Article VII, Section 2.b.7.

The National Nominating Committee shall receive from ACEC, for election by the Membership, a pool of names of Affiliate Chief Executives to serve as Advisors to the PPFA Board for its regular and special meetings.

Section 3. Meetings.

a. Regular Meetings. There shall be at least four (4) and not more than six (6) regular meetings yearly as scheduled by the Board of Directors.

b. Special Meetings. Special meetings of the Board of Directors maybe called by the Chairperson of the Federation upon his/her own motion or shall be called upon written request of one-third (1/3) of the Directors.

Section 4. Quorum.

A majority of the Directors shall constitute a quorum. In the presence of a quorum, a majority of the Directors in attendance at any meeting of the Board of Directors shall decide its action, except as otherwise provided.

[000186]

Section 5. Notice of Board Meetings.

a. Regular Meetings. Notice of the time and place of all meetings of the Board of Directors shall be given by the Secretary by mail, one (1) month in advance, to the last known address of each Director.

b. Special Meeting. Notice of the time and place of all special meetings of the Board of Directors shall be given by the Secretary by mail, two (2) weeks in advance to the last known address of each Director. The notice shall contain a specific statement of the purpose or purposes for which the meeting is to be held. No matter not so specified shall be considered.

Section 6. Powers and Duties.

In addition to the powers and duties conferred and imposed by law or elsewhere in these Bylaws, the Board of Directors:

a. Shall exercise full power and authority to manage the affairs of the Federation, except as otherwise provided in these Bylaws.

b. Shall ensure that the Federation does not engage in any activity which will jeopardize the Federation's federal tax exemption and specifically that the Federation shall not attempt to influence legislation except to the extent permitted by Section 501 or any succeeding or related section of the Internal Revenue Code, nor shall the Federation participate or intervene

in any political campaign of any candidate for public office.

c. Shall elect:

(i) the officers specified in Article VI, Section 1 after their nomination by the National Nominating Committee, as provided in Article VII, Section 2.b.6.

(ii) representatives to the Western Hemisphere Region of the International Planned Parenthood Federation in accordance with Article XII.

d. Shall appoint the President as provided for in these bylaws.

e. Shall have the power to remove from office, with or without cause, any elected officer, Committee chairperson, Committee member, or appointee upon the majority vote of the Board of Directors.

f. Shall have the power to remove any member of the Board of Directors who, without adequate reason, fails to attend two (2) Board meetings in a year. The Secretary shall send a notice of such removal, with a copy of this section of the Bylaws, to the Director so affected immediately following action by the Board of Directors.

[000187]

g. Shall consider, modify in its discretion, and act upon the annual budget recommended by the committee

which addresses matters related to finance, shall recommend a formula for dues and contributions for Affiliates in support of the Federation, and shall raise funds for overall Federation operations with the active cooperation of the Affiliates.

h. Shall recommend long-range goals and Federation-wide objectives for Membership approval, and shall approve a program for the ensuing year through which the National Office addresses these goals and objectives.

i. Shall receive an annual evaluation from the PPFA President on the National Office's performance with respect to the goals and objectives contained in the national program plan.

j. Shall promulgate procedures for all committees of the Board and PPFA.

k. May recommend to the Membership amendments of the Bylaws, including the Standards of Affiliation (Article XIV), and the Policy Statements.

l. Shall receive from the Affiliate Development and Accreditation Committee recommendations for affiliation or renewal of affiliation and, in accordance with the Standards of Affiliation (Article XIV), shall accredit new Affiliates, or renewals of affiliation of previously accredited Affiliates.

m. May create classes of non-voting Associate Membership and promulgate standards not inconsistent with the Standards of Affiliation (Article XIV) for the acceptance of such nonvoting Associate Members.

n. May, upon the recommendation of the Affiliate Development and Accreditation Committee, terminate or place on probation any Affiliate or any provisional Affiliate, in accordance with the Standards of Affiliation (Article XIV).

o. Shall evaluate the performance of the President of the Federation at least every two years.

p. Shall determine the compensation of the President.

q. Shall, in accordance with applicable law, present at the annual membership meeting a financial report verified by the Chairperson and Treasurer or by a majority of the Directors, or by a certified public accountant.

Section 7. Financial Responsibilities of Directors.

Each Director shall make a personal contribution to PPFA and shall participate in the fundraising activities of PPFA.

[000188]

Section 8. Executive Committee.

a. Composition.

The Executive Committee shall consist of the following persons: the Chairperson, who shall chair the Executive Committee; the Chairperson-Elect, if any; the Vice Chairperson; the Treasurer; the Secretary; the Chairperson of ACEC; and the Chairperson of

VLC. If he or she is not a current member of the Board, the Chairperson-Elect shall be a non-voting member of the Executive Committee.

b. Duties.

(1) The Executive Committee shall be responsible to the Board of Directors with full power to act in the operation and management of the Federation if an urgent matter arises between meetings of the Board.

(2) It shall report in writing its actions to the Board of Directors, which shall be asked to ratify its decisions at the next regularly scheduled Board meeting.

c. Meetings and Voting.

The Executive Committee shall meet at the call of the Chairperson of the Federation, or by petition of at least two (2) members of the Executive Committee to address urgent matters that may arise between meetings of the Board of Directors. Timely notice of the time and place of all meetings of the Executive Committee shall be given by the Chairperson by telephone or by express mail to the last known address of each member of the Committee. A majority of the members of the Executive Committee shall constitute a quorum and in the presence of a quorum a majority of the members in attendance at any meeting shall decide its action.

Action of the Executive Committee may be taken any time without a meeting by the unanimous written consent of all the voting members of the Executive Committee to a

resolution authorizing such action and any action may be so taken which might have been taken at a meeting duly called. Any such action or resolution in writing signed by all the members of the Executive Committee and recorded by the Chairperson in the book containing the records of meetings of the Committee shall have the same force and effect as if unanimously adopted at a meeting of the Executive Committee duly called and held.

[000189]

ARTICLE VI - OFFICERS

Section 1. Elected Officers.

The elected officers of the Federation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate.

Section 2. Election of Officers.

The elected officers shall be selected in accordance with Article V, Section 6.c., at a regular board meeting preceding the Annual Membership Meeting.

a. Chairperson. The term of office of the Chairperson shall be two years. A person may not be elected to serve as Chairperson for more than one term without at least one year intervening between terms. The Chairperson shall continue to serve as a member of the Board irrespective of the expiration of his or her Board term

contemporaneously with the beginning of, or during, his or her service as Chairperson.

b. Other. The term of office of each elected officer other than the Chairperson shall be one year and, thereafter, until his or her successor is elected. No person may hold such an elected office for more than three consecutive years.

Section 3. Vacancies.

Any vacancy among the elected officers shall be filled as follows:

a. Chairperson. The Vice-Chairperson shall fill any vacancy in the office of Chairperson. If there is a vacancy in the office of Vice-Chairperson, the Board shall fill that vacancy in accordance with subsection b., below.

b. Other offices. Any vacancy in an office other than that of Chairperson shall be filled by the Board of Directors for the unexpired term of the vacant office. An officer elected to fill a vacancy for an unexpired term of less than six (6) months shall be eligible to serve three (3) additional full terms.

Section 4. Duties of Elected Officers.

a. Chairperson.

(1) The Chairperson shall be the chief officer of the Federation and he/she shall have the powers and shall perform the duties incident to that office.

(2) The Chairperson, in addition to the powers and duties of chief officer, shall:

[000190]

(a) preside at all meetings of the Membership and at all meetings of the Board of Directors and of the Executive Committee;

(b) appoint, from among voting members of the Board, subject to the approval of the Board of Directors, the Chairpersons of all committees except the National Nominations Committee, the National Medical Committee and the committee which addresses matters related to finance;

(c) appoint, subject to the approval of the Board of Directors, such other committees, working groups or advisory councils as are deemed necessary, and the members and chairpersons of such committees, working groups, or advisory councils as are deemed necessary by him/her, and the members and chairpersons of such committees, working groups, or advisory councils;

(d) in consultation with the Chairperson of the AGI, appoint to the AGI Board the number of Board members authorized by the special

affiliation agreement between PPFA and the AGI;

(e) be an *ex-officio* member of all committees except the National Nominating Committee;

(f) make an annual written report to the Membership;

(g) cause notice to be given of all meetings of the Executive Committee as herein provided; and

(h) be responsible for recording the minutes of all meetings of the Executive Committee and causing copies of the minutes to be sent to all Board members and to all Affiliates of the Federation.

b. Vice Chairperson.

(1) The Vice Chairperson shall perform all the duties of the Chairperson in the absence or inability to serve of the Chairperson, or in the event of a vacancy in that office.

(2) The Vice Chairperson shall perform such other functions as shall be assigned to him/her by the Chairperson.

c. Secretary.

(1) The Secretary shall be responsible for recording the minutes of all meetings of the Membership and of the Board of Directors.

(2) He/She shall cause notice to be given of all meetings of the Membership and of the Board of Directors, as herein provided.

[000191]

...provisions for nomination set forth in these bylaws. The Chairperson-Elect shall serve as a member of the Executive Committee and is authorized to attend all meetings of committees of the Board or the Federation except meetings of the National Nominating Committee. The Chairperson-Elect may contemporaneously hold any other elected office of the Federation.

b. Other Officers.

After election of officers by the Board prior to the Annual Membership Meeting, such officers shall serve as officers-elect from that date until the close of the Annual Membership Meeting, at which time they shall automatically become officers provided that they are then members of the Board of Directors....

[000192]

....three additional Persons of Color so that not less than one-third (1/3) of the slate proposed to the Membership for the following year's NNC is comprised of Persons of Color.

Nominations for Chairperson of the Nominating Committee and the non-regionally elected members of the Nominating Committee to serve for the ensuing year shall be made by the Nominating Committee.

Other nominations for these positions shall be accepted no later than three weeks before the date of the election, provided the consent of each nominee is obtained in advance and that each nominee is endorsed by at least three Affiliates from each Region. The names of the nominees with biographical data and the names of the Affiliates by which they are nominated must be sent by the nominators to the National Office, each Affiliate and each member of the PPFA Board of Directors. A written ballot shall be required when there are more candidates than vacancies.

Members shall be elected for one (1) year, and may be re-elected to serve for not more than three (3) successive years. A member elected to fill a vacancy for an unexpired term of less than six (6) months shall be eligible to serve for three (3) additional years. One member of the Nominating Committee of each of the four (4) Regional Councils designated by his/her respective Council shall serve on the PPFA Nominating Committee.

Vacancies among the non-regionally designated members of the Nominating Committee shall be filled by the Board of Directors in accordance with Article VII, Section 2.b. (7).

b. Duties

(1) The Nominating Committee shall prepare and submit to the Annual Membership Meeting a slate for members of the Board of Directors, pursuant to Article V, Section 2, and a slate for Chairperson and non-regionally elected members of the Nominating Committee for the ensuing year.

(2) It shall evaluate present non-regionally elected members of the Board of Directors before they are proposed for re-election.

(3) It shall send a request to each member of the Board of Directors, to each Affiliate and to each Regional Council eight (8) months prior to the Annual Membership Meeting for names of persons to be considered as candidates for Board members and candidates for the National Nominating Committee. It shall also send a request to the National Medical Committee, the Board of Directors of the Alan Guttmacher Institute, the Affiliate Chief Executives Council and the Volunteer Leadership Council for the names of their designated candidates.

[000193]

(4) It shall be responsible for outlining to prospective members of the Board of Directors and of the Nominating Committee the duties they will be asked to undertake.

(5) The National Nominating Committee, six (6) weeks prior to the Annual Membership Meeting, shall send to each Affiliate and to each member of the Board of Directors, the proposed slate of nominations for Directors-at-Large and Directors nominated from the panels proposed by each of the four Regions, and for non-regionally designated members of the National Nominating Committee. Biographical material on each nominee for the Board of

Directors and for the National Nominating Committee shall be included.

(6) At a regular Board Meeting preceding the Annual Membership Meeting, it shall submit nominations for all officers to the Board and shall notify the Membership. The persons so nominated may attend all meetings of the Board, the Executive Committee, and the meetings of all committees of the Federation. Nothing contained in this subsection shall be deemed to grant to any person so selected the right to vote at any meeting where such person would not otherwise have a vote, or to require the election of that person by the Board of Directors elected at the Annual Membership Meeting.

(7) At any subsequent meeting of the Board, it shall submit nominations to fill any vacancies occurring among the officers, non-regionally elected Directors, non-regionally designated members of the National Nominating Committee; and non-voting Chief Executive Advisors to the Board.

(8) At least three (3) months in advance of the Annual Membership Meeting, it shall make its nomination of the person to serve as Chairperson of the Federation and notify the Membership. The person so nominated may attend all meetings of the Board, the Executive Committee and the meetings of all committees of the Federation. Nothing contained in this subsection shall be deemed to grant to the

person so selected the right to vote at any meeting where such *person would not* otherwise have a vote, or to require the election of that person by the Board of Directors elected at the Annual Membership Meeting.

(9) It shall consult with the Chairperson of the Federation on suggestions for Chairpersons of National Committees to be appointed by him/her and on representatives to the Western Hemisphere Region Council of the International Planned Parenthood Federation, as provided for in the governing documents of that organization.

Section 3. Other Committees.

The composition of the Affiliate Development and Accreditation Committee shall include one member selected by each **[000194]** Regional Council from among the members of the Board of Directors elected from that Region.

Section 4. Committee Meeting.

With the consent of the committee Chairperson, any one or more members of any committee, including the Executive Committee, may participate in a meeting of such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

[000195]

ARTICLE VIII - REGIONS OF THE FEDERATION

The Board of Directors shall divide the country into four Regions according to the community of interests in the states which compose each Region.

Each Region shall be a division of the Federation operating under the Federation's Bylaws and supervision, with such staff as the President deems necessary.

Each Region shall have a Regional Council operating under its own rules. Each Regional Council shall elect one (1) person to serve on the Board of Directors for a term of three (3) years. In addition, each Regional Council shall propose a panel of two (2) to four (4) Candidates for the second Board of Directors position representing the Regions in accordance with Article V, Section 2. Each panel of candidates shall include at least one Person of Color as defined in Article XIX - DEFINITIONS. Each Regional Council shall provide the National Nominating Committee with the names of and information about its panel of candidates within one week of its spring regional meeting. Each Regional Council shall notify the National Nominating Committee of any vacancy in the position of Regionally elected Director or Regionally-based director elected nationally (collectively referred to as "Regionally selected" directors). The appropriate Regional Council shall designate a new person to fill any vacancy in the position of Regionally elected director in accordance with the procedures governing that Region. The National Nominating Committee, following consultation with the Chairperson of the Regional Nominating Committee, shall designate a new person to fill any vacancy in the position of Regionally-based director elected nationally, giving consideration to the

remaining members of the panel proposed by the Regional Council. Each person selected by the Region to serve on the Board of Directors shall be a resident of such Region. In the event any such person shall, after being selected to serve on the Board of Directors, cease to be a resident of the Region which selected him/her, he/she shall immediately tender his/her resignation to the Board of Directors.

[000196]

ARTICLE IX - AFFILIATE CHIEF EXECUTIVES COUNCIL AND VOLUNTEER LEADERSHIP COUNCIL OF PLANNED PARENTHOOD

There shall be an Affiliate Chief Executives Council and a Volunteer Leadership Council of Planned Parenthood, each of which shall have the right to designate a voting representative to each committee of PPFA except the National Nominating Committee and the Board Policy Monitoring Committee.

[000197]

ARTICLE X - POLICYHOLDERS COUNCIL

There shall be a Policyholders Council directly responsible to the Membership whose composition, tenure and duties shall be as follows:

Section 1. Composition and Tenure.

The Council shall consist of eleven (11) members, including:

The PPFA Treasurer.

The ADA Committee Chairperson.

One (1) Executive Director elected by each of the four ACEC Regional Councils. Their term of election shall be two (2) years and they may serve no more than two (2) consecutive terms.

Two (2) volunteers selected by the PPFA Board Chairperson from the Board of Directors. Their term of appointment shall be one (1) year. They may be reappointed to serve a total of not more than three (3) consecutive terms.

Three (3) volunteers elected by the eight (8) other members of the Policyholders Council. These volunteers preferably shall have a background and expertise in insurance/risk management. Their term of election shall be two (2) years. They may serve no more than two (2) consecutive terms.

All terms shall commence at the first meeting following the Annual Meeting.

Section 2. Duties.

a. The Policyholders Council shall have the final authority with respect to all matters pertaining to the National Insurance Program.

b. The Policyholders Council shall have authority over all matters pertaining to nomination and election of its Chairperson, Vice Chairperson, non-PPFA Board volunteer members, and the U.S. Directors of the Planned Protection Insurance Company, Limited.

c. The Policyholders Council shall report to the Membership at least annually.

[000198]

ARTICLE XI - FUND FOR THE FUTURE COUNCIL

There shall be a Fund for the Future Council ("FFC") that is responsible for developing and administering an endowment fund for affiliate development called the "Fund for the Future." The Council shall report directly to the PPFA Membership.

Section 1. Composition and Tenure.

The Council shall consist of eleven (11) members:

Four (4) executive directors, one elected by each of the four (4) ACEC regional councils.

Four (4) affiliate volunteers, one elected by each of the four (4) VLC regional councils.

Two (2) volunteers selected by the PPFA Chairperson from among members of the PPFA Board of Directors.

One (1) PPFA staff member selected by the PPFA President.

All eleven (11) appointments shall be subject to approval by the PPFA Membership at its annual meeting. Each member shall be appointed to a three-year term, and may be appointed to serve a total of no more than two consecutive terms; no member may be appointed to any term

that would result in more than six (6) consecutive full years as a member. All terms shall commence at the first meeting following the Annual Membership Meeting and will initially be on a staggered basis Eo be determined by lot at the first meeting of the Council.

Vacancies in unexpired terms may be filled in accordance wiuh the procedures set forth above for election or selection of Council members. A person who fills an unexpired term shall be eligible to serve one additional full term.

The Council shall have a chairperson, appointed by the PPFA Chairperson, a Vice Chairperson, and such other officers as shall be deemed necessary by the Council, who shall be elected by the members of the Council. Each officer shall serve for a term of one year, and may be appointed or elected to serve a total of no more than three (3) consecutive terms in any one office.

Section 2. Duties.

a. The Council shall develop and administer all aspects of a long-term affiliate development endowment fund, to be called the "Fund for the Future," in accordance with the recommendations authorizing the creation of this fund adopted by the PPFA Membership on 10/21/89. The Council shall:

(1) develop and coordinate a fundraising plan;

(2) oversee implementation of the fundraising plan;

[000199]

(3) develop criteria for grant-making;

(4) allocate the fund's income; and

(5) monitor the success of the fund.

All contributions solicited and accepted for the Fund for the Future shall be solicited on behalf of Planned Parenthood Federation of America, Inc., and shall be accepted by Planned Parenthood Federation of America, Inc., which, by acceptance of such contributions, shall agree to hold such contributed property in a separate fund subject to the decisions of the Council.

b. The PPFA Board of Directors shall retain final authority with respect to the investment and reinvestment of the assets held in the Fund for the Future. All assets held in the Fund for the Future shall be held in an account or accounts in the name of "Planned Parenthood Fund for the Future" and shall be kept separate from all other funds belonging to Planned Parenthood Federation of America, Inc. The PPFA Finance Committee shall consult periodically with the FFC concerning the overall strategies of investment.

c. The Council shall define the purpose for which grants will be made for the coming year or years and, each year, shall report to the Membership at its annual meeting. The Council has final authority with respect to all distributions from the Fund for the Future to or for the benefit of particular Affiliates Notwithstanding

the preceding sentence, the Fund for the Future Council shall make distributions from the Fund for the Future only from the income earned on the Fund's assets, which may include income attributable to the appreciation of the Fund's assets. Should the Fund's assets diminish, the Fund for the Future Council may, at its discretion, restore the corpus of the fund by reinvesting earnings or by implementing a new fundraising plan, so long as the plan is approved by all participating organizations, including PPFA and its affiliates.

d. Notwithstanding Article XV of these Bylaws, no amendment may be made to this Article unless such amendment is approved at a meeting of the Membership by a vote of three-fourths (3/4) of the persons present in person or by proxy and entitled to vote. Any provision of this Article, including but not limited to the requirement that income only be distributed from the Fund for the Future, may be amended if such amendment is made in accordance with this subsection.

[000200]

ARTICLE XII - INTERNATIONAL REPRESENTATION

The representatives to the Western Hemisphere Region Council of the International Planned Parenthood Federation provided for in the governing documents of that organization shall be elected by the Board. Representatives shall serve for one (1) year and until their successors are elected; no representative shall serve for more than six (6) successive terms.

[000201]

ARTICLE XIII - RESTRICTIONS

1. No employee or volunteer shall have the right to incur debts or other financial obligations on behalf of the Federation without the written authorization of the Board of Directors or of the Executive Committee.

2. No employee or volunteer shall use his/her position with Planned Parenthood to further the manufacture, distribution, promotion or sale of any materials, products or services in which he or she has either direct or indirect financial interest.

3. The Trademarks may be used only in accordance with these Bylaws and only by Affiliates of Planned Parenthood Federation of America, Inc. and Permitted Organizations. Termination of the affiliation of an Affiliate or of the permission of any Permitted Organization terminates authority to use the Trademarks.

4. Each Board member and non-Board Committee member shale comply with the conflicts of interest policy established by the Board.

[000202]

ARTICLE XIV - STANDARDS OF AFFILIATION

PREAMBLE

These standards are intended to assure the quality of Planned Parenthood programs and services, to stimulate the

achievement of organizational goals and objectives, to recognize Affiliate accomplishments, and to identify areas for growth and development within the Federation.

Section 1. Authority.

a. The Affiliate Development and Accreditation Committee shall be vested with authority over all matters pertaining to recommendations of affiliation and disaffiliation.

b. The Board of Directors shall accredit Affiliates in accordance with Article V, Section 6.k. or terminate the membership of an Affiliate in accordance with Article V, Section 6.m.

c. The Affiliate Development and Accreditation Committee may grant exception to any of these standards if in its judgment the condition necessitating such exception does not jeopardize the objectives and position of PPFA.

Section 2. The Affiliate.

An Affiliate is an organization which:

a. conforms to the purposes, the written policies and standards of PPFA;

b. fulfills the requirements set forth in these Standards of Affiliation;

c. has been granted Affiliate status and use of the Trademarks by the Board of Directors of PPFA;

d. abides by the terms and conditions of such Affiliate status as established by the Board according to accreditation criteria developed by the Affiliate Development and Accreditation Committee;

e. publicly supports the purposes and policies of PPFA and shall develop a program to further those purposes and policies;

f. conducts its affairs in a manner that protects its tax-exempt status and that of PPFA.

Section 3. Affiliate Organizational Structure.

a. Each Affiliate shall be a non-profit organization maintaining federal tax-exempt status under Section 501(c) (3) or (c) (4) of the Internal Revenue Code of 1954 or any successor section.

[000203]

b. Each Affiliate shall be governed by an elected Board of Directors or similar governing body (referred to herein as the Board), the designation of officers or similar leadership structure of which shall conform to applicable laws.

c. Each Affiliate shall be governed by a Board of Directors that does not discriminate in the election of its members on the basis of race, color, religion, sex, national origin, age, sexual orientation, disability, income, or marital status.

d. Each Affiliate Board member shall make a personal financial contribution to the Affiliate.

e. Each Affiliate shall have an elected committee responsible for the nominating process. Each such committee shall include at least one Person of Color as defined in Article XIX - DEFINITIONS.

f. Each Affiliate shall provide for the employment of a chief executive. A permanent record of the annual assessment of the chief executive shall be maintained.

g. Each Affiliate shall have the words "Planned Parenthood" in its name.

Section 4. Affiliate Bylaws.

a. Each Affiliate shall be governed by written bylaws which conform to PPFA policies, which establish the composition of the Board of Directors and its election process, and which meet all other minimum legal requirements.

b. The bylaws shall provide for the appointment of a chief executive, who shall be solely responsible to the Board for the implementation of Board policies, and for all aspects of the agency's operation.

c. The bylaws shall specify that the Board shall be ultimately responsible for the financial well-being of the corporation; the Board's duties shall include adoption and monitoring of an annual budget, and review of the annual audit.

Section 5. Affiliation Mandates.

a. Each Affiliate shall be managed in accordance with sound financial principles, shall maintain accurate

books and records in accordance with generally accepted accounting principles which include reporting standards for voluntary health and welfare organizations, and shall comply with the requirements of its funding sources.

b. Each Affiliate which provides medical services shall provide such services in conformity with the Medical Standards and Guidelines promulgated by PPFA.

[000204]

c. Each Affiliate shall provide services consistent with the purposes of PPFA.

d. Each Affiliate shall provide services in accordance with
PPFA's policy on patients' rights.

e. Each Affiliate shall participate in the PPFA Risk Management and Quality Assurance Programs, and submit required documents in a timely manner.

f. Each Affiliate shall participate in the Planned Parenthood National Insurance Program or have comparable insurance, the comparability of which shall be determined by the Policyholders Council.

g. Each Affiliate shall undertake resource development to ensure diversification and growth of agency funding. Fundraising methods and techniques shall be lawful, ethical, and confidential.

h. Each Affiliate shall contribute to the support of the Federation according to the Membership-approved

National Program Support Plan, but shall not be required to submit its donor list.

i. Each Affiliate shall participate in public affairs activities at the local, state, and national levels. When there is a Planned Parenthood state-wide public affairs organization, each Affiliate with turf in that state shall be a member.

j. Each Affiliate shall serve as a source of education and information about reproductive health and human sexuality and shall develop varied programs to ensure that such education and information are available.

k. Each Affiliate shall have human resources procedures that have been reviewed by local counsel to ensure conformity to applicable local, state, and federal laws.

l. Each Affiliate shall ensure that minority representation on its Board and staff is reflective of the Civilian Labor Force data for its turf.

m. Each Affiliate shall plan strategically for the future and shall keep a written record of its plan.

n. Each Affiliate shall secure legal counsel and an independent auditor, each to be approved by the Board.

o. Each Affiliate shall submit documents required pursuant to the accreditation criteria developed by the Affiliate Development and Accreditation Committee.

p. Each Affiliate shall adopt and comply with a policy regarding inter-affiliate transfers, accepting transient

and transfer patients in accordance with the National Medical Standards and Guidelines.

[000205]

Section 6. General Standards.

a. Neither an employee nor a volunteer of an Affiliate shall use his/her position with the Affiliate to further the manufacture, distribution, promotion, or sale of any materials, products, or services in which he or she has either direct or indirect financial interest.

b. Neither an employee nor a volunteer of an Affiliate shall accept any gift or gratuity from any pharmaceutical firm or other supplier to the Affiliate, or from any provider or potential provider of service to the Affiliate.

c. Each Affiliate shall have a policy that governs the use of
its contributors list.

d. No employee of PPFA or any Affiliate, other than the Affiliate chief executive, may serve on the Board of any Affiliate nor hold an elective office nor have voting privileges in any Affiliate.

e. No Planned Parenthood entity shall enter into any contract or other arrangement for the use of a facility that discriminates in its membership policies or otherwise, whether written or in practice, on the basis of race, color, religion, sex, national origin, age, sexual orientation, disability, income, marital status, or other bases protected by applicable law.

Section 7. Affiliate Sub-Units.

a. Each sub-unit of an Affiliate shall be under the direction, supervision, and control of the Affiliate.

b. Policy governing a sub-unit operation shall be set by the Board of the Affiliate.

c. The sub-unit's staff shall be hired by and responsible to the Affiliate's chief executive or his/her designee.

d. The Affiliate shall be responsible for ensuring that all activities, programs, services, and pronouncements of a sub-unit are in conformity with PPFA Standards and Policies.

Section 8. Other Organizations Permitted to Use the Trademarks.

a. New Organizations.

An organization whose application for Affiliate status is pending consideration by the Affiliate Development and Accreditation Committee may be granted permission by the Affiliate Service Centers to use for a limited time the Trademarks in conjunction with the statement "Application Pending for Affiliation with PPFA." The applicant organization shall, at a minimum:

(Insert complete address of principal office in California.)

[000206]

(1) publicly support the purposes and policies of PPFA and develop a

program to further those purposes and policies;

(2) serve as a source of education and information about reproductive health and human sexuality and develop varied programs to ensure that such education and information are available; and

(3) solicit private citizens and organizations for financial support of its activities.

A new organization at the end of two years must:

(1) become a provisional Affiliate, or

(2) become an Affiliate, or
(3) terminate its use of the Trademarks.

b. Provisional Affiliates.

An organization that has been granted temporary and limited authority to use the Trademarks and whose services and operation conform to all applicable Standards of Affiliation may retain that status for no longer than two years, with approval of the Affiliate Development and Accreditation Committee. Provisional Affiliates that have not been certified within two years as Affiliates shall terminate use of the Trademarks.

c. Special Affiliates.

Special Affiliates' relationships and status shall be set forth in a special affiliation agreement approved by the Board of Directors of PPFA. Compliance with the special affiliation agreement may be reviewed as necessary by the PPFA Board of Directors.

d. Organizations Formed By Two or More Affiliates.

Organizations formed by two or more Affiliates may be granted permission to use the Trademarks for successive two year periods if they report to the Affiliate Development and Accreditation Committee that they:

(1) are controlled by the Affiliates they represent;

(2) are formed to perform for those Affiliates specific services, such as public affairs, that conform to the purposes and policies of PPFA;

(3) conduct their activities in accordance with local, state, and federal regulations;

(4) maintain federal tax-exempt status under Section 501(c) (3) or (c) {4) or (c) (9) of the Internal Revenue Code of 1954 or any successor sections;

[000207]

(5) maintain accounting records for both time and money which meet the documentation requirements of the Affiliates and PPFA;

(6) participate in the National Insurance Program of PPFA or obtain comparable coverage approved by the Policyholders Council;

(7) obtain prior approval from PPFA if soliciting funds;

(8) submit an annual report of activities and a financial audit or statement; and

(9) if tax-exempt under Section 501(c)(4) of the Internal Revenue Code, comply with subsection f. of this section.

e. Ancillary Corporations.

Affiliates that form ancillary corporations must:

(1) adopt bylaws for that corporation which ensure perpetual control by the Affiliate, unless legal limitations preclude the exercise of such control;

(2) ensure that the corporation complies with PPFA Standards;

(3) secure Affiliate counsel review of the incorporation papers and bylaws of the corporation;

(4) prior to incorporation, obtain Affiliate Development and Accreditation Committee approval of the corporation's purposes and, if the corporation plans to use the words "Planned Parenthood" in its name, of its name;

(5) reflect that ancillary relationship in their audited financial statements in accordance with generally accepted accounting principles; and

(6) cause the corporations to participate in the National Insurance Program of PPFA, or obtain comparable coverage commensurate with their activities, the comparability of which shall be determined by the Policyholders Council.

f. 501(c)(4) Organization(s) Controlled By One Or More Affiliates.

A 501(c)(4) organization formed by one or more Affiliates may be granted permission to use the Trademarks for successive two year periods by completing a self-evaluation protocol developed by the Affiliate Development and Accreditation Committee and reporting results to that Committee.

501 (c) (4) organization(s) controlled by one or more Affiliates must:

[000208]

(1) Prior to incorporation, obtain affiliate Development and Accreditation Committee approval of the corporation's purposes and, if the corporation plans to use "Planned Parenthood" in its name, of its name;

(2) Secure legal review of the incorporation papers and bylaws of the corporation;

(3) Participate in the National Insurance Program of PPFA or obtain comparable coverage approved by the Policyholders Council;

(4) Maintain federal tax-exempt status under Section 501(c) (4) of the Internal Revenue Code of 1954 or any successor sections and conduct activities in accordance with local, state and federal law, including regulation of electoral activities;

(5) Check state and local tax statutes and file for state or local exemption if applicable;

(6) Register with state agencies, if required, and comply with reporting, disclosure and solicitation requirements;

(7) Indicate clearly in all solicitations that contributions are not tax deductible;

(8) Obtain prior approval from any affected Affiliate(s), or PPFA for unclaimed turf, if soliciting funds outside of their turf except that

statewide (c)(4)s may raise funds throughout the state without obtaining prior approval;

(9) Execute a contract between the Affiliate(s) and the (c) (4) stating financial arrangements;

(10) Maintain separate bank accounts from those maintained by the 501(c) (3) organization(s);

(11) Establish accounting procedures and maintain time and management records to:

(A) Insure that the (c)(4) pays all its own costs;

(B) Insure that when any Affiliate makes grants to the (c) (4), they are earmarked for educational activities, other exempt purposes, or for lobbying if counted against the (c) (3) 's lobbying limits, and are not spent for prohibited electoral activities; and

(C) Comply with PPFA's documentation requirements;

(12) Submit annually:

(A) A report of lobbying activities to the controlling Affiliate(s);

[000209]

(B) A report of activities to PPFA; and

(C) A financial audit or statement within 6 months of end of fiscal year to PPFA;

(13) Comply with the mission and policies of PPFA; and

(14) Comply with such restrictions on electoral activities as may be adopted by the PPFA Membership and Board.

Section 9. Rights to Use the Trademarks.

a. Affiliates and Permitted Organizations have a non-exclusive right to use the Trademarks and the goodwill associated therewith in connection with activities that further the goals and purposes of the PPFA mission as set forth in PPFA's mission statement. In using PPFA's Trademarks,. Affiliates and Permitted Organizations will adhere to the Trademarks Procedures Handbook described in Section 9(c)(1) and Section 9(c) (6) of Article XIV of these Bylaws. In accordance with Section 9(c) of Article XIV of these Bylaws, Affiliates and Permitted Organizations also have a non-exclusive right on notice to PPFA to use the Trademarks and goodwill associated therewith in connection with the manufacture, marketing, distribution, or sale in the United States of the following goods only: T-shirts, novelty apparel, jewelry, bumper stickers, umbrellas, awards, novelty items, and local and nationally marketed publications and films (hereinafter "Ancillary Goods"). Furthermore, an Affiliate may sell Products to its clients at the retail level, provided that such Products are supplied to the Affiliate or to its clients directly by

PPFA or by a licensee of PPFA. Affiliates or Permitted Organizations shall not use the Trademarks on any prescription medications or contraceptives, any over-the-counter health care medications or devices, or any other non-Ancillary Goods.

b. In consideration for the privileges granted to Affiliates and Permitted Organizations, they shall claim no ownership rights in or to the Trademarks nor the goodwill associated therewith arising from their use of the Trademarks, including registering with the United States Patent and Trademark Office or any other federal, state or local public officer or public agency having any similar function any of the Trademarks or any mark which might infringe upon or otherwise interfere with any of the Trademarks. Each Affiliate or Permitted Organization acknowledges that, as between PPFA and each Affiliate or Permitted Organization, PPFA is the owner of all rights, title, and interest in and to the Trademarks in any form or embodiment thereof and is also the owner of the goodwill attached or which becomes attached to the Trademarks. Each Affiliate or Permitted Organization acknowledges that the Trademarks have acquired valuable secondary meaning and goodwill with the public, and that all Ancillary Goods bearing the Trademarks should maintain a reputation of highest quality. Affiliates or Permitted Organizations shall not do or suffer to be done **[000210]** any act or thing which will in any way adversely affect any rights of PPFA in or to the Trademarks or any registrations thereof or which, directly or indirectly, will impair PPFA's rights or entitlement to the payment of royalties in connection with PPFA's licensing of the Trademarks to a third party. Each Affiliate or

Permitted Organization agrees never to challenge the validity of the Trademarks or any application by PPFA for registration thereof or any rights of PPFA therein and agrees that all sales or promotion of Ancillary Goods and all uses of the Trademarks shall be deemed to have been made by PPFA for purposes of any Trademarks registration.

c. Quality Control.

(1) All Ancillary Goods and other materials on which Affiliates or Permitted Organizations use the Trademarks must conform to the standards of affiliation or permission as set forth in these Bylaws or in any PPFA document of affiliation or permission. All Ancillary Goods, all packaging and design of the Ancillary Goods bearing the Trademarks, and all graphics and designs employed in connection with any use of the Trademarks must be duly authorized by the chief executive officer, executive d/rector, or comparable officer of the Affiliate or Permitted Organization. PPFA will provide each Affiliate and Permitted Organization with a Trademarks Procedures Handbook, as described below. If the Affiliate or Permitted Organization officer believes that the proposed use is consistent with the standards of affiliation or permission and the Trademarks Procedures Handbook, she or he may proceed with the use, manufacture, marketing, and distribution, and shall simultaneously submit to PPFA a letter describing the Ancillary Goods, graphics, and/or designs. A sample of each

item of Ancillary Goods, graphics, and/or designs also will be provided at the expense of the Affiliate or Permitted Organization. If PPFA fails to disapprove of any such submission within thirty (30) days of receipt, the submitted item shall be deemed approved. If the Affiliate or Permitted Organization officer is uncertain as to whether the proposed use is consistent, or believes that it is not consistent with the standards of affiliation or permission and the Trademarks Procedures Handbook, she or he shall submit a letter and sample to PPFA in accordance with this paragraph prior to any use, manufacture, marketing or distribution to the public. If PPFA disapproves of any Affiliate or Permitted Organization use under any provision of this paragraph, its decision shall be reviewed by the Trademark Committee or a subcommittee thereof representative of its membership at the request of the Affiliate or Permitted Organization. Ancillary Goods existing at the time of adoption of these Bylaws which are not in compliance with these Bylaws or the Trademarks Procedures Handbook may continue to be marketed, sold, distributed, or otherwise used (but not manufactured or otherwise produced) until December 31, 1996. Any use of **[000211]** existing Ancillary Goods thereafter is subject to the prior approval of PPFA and, if disapproved, to review of that decision by the Trademark Committee or representatives thereof at the request of the Affiliate or Permitted Organization.

(2) Any material alteration in the content, design, or quality of the Ancillary Goods, graphics, and/or designs bearing the Trademarks, or any material change in any other use of the Trademarks by any Affiliate or Permitted Organization, shall be submitted to PPFA for approval, prior to implementing such change, according to the procedure set forth in subsection (1) of this Section 9(c).

(3) All Ancillary Goods will be the same or substantially identical in quality and appearance to the initial or subsequent samples approved by PPFA.

(4) Each Affiliate or Permitted Organization, as the case may be, shall cause to appear on (A) all Affiliate Ancillary Goods, graphics, and/or designs bearing the Trademarks and (B) any material, item, or medium of any kind bearing, displaying, representing, or otherwise depicting the Trademarks, such legends, markings, or notices as PPFA may request in order to give appropriate public notice of PPFA's rights in and to the Trademarks. No other legends, markings, or notices may be used by an Affiliate or Permitted Organization, except with the express written prior approval of PPFA.

(5) Every Affiliate and Permitted Organization shall use its best efforts to market, sell, distribute, and/or otherwise use the Ancillary Goods bearing the Trademarks in a manner

consistent with the excellence and prestige represented by the Trademarks.

(6) To facilitate and assist PPFA, Affiliates, and Permitted Organizations in maintaining the integrity, esteem, and goodwill associated with the Trademarks, PPFA will provide to each Affiliate or Permitted Organization a Trademarks Procedures Handbook. The Trademarks Procedures Handbook will describe and illustrate acceptable uses of the Trademarks under the terms of these Bylaws. The Trademarks Procedures Handbook is illustrative and hortatory in nature and creates no rights in the Trademarks, nor in any way diminishes PPFA's ownership rights in and to the Trademarks, in particular, to PPFA's ultimate right to approve or disapprove of the use of the Trademarks. Pending issuance of the Trademark Procedures Handbook, Affiliates and Permitted Organizations should adhere to existing practices and procedures relating to the maintenance of the value and integrity of the Trademarks.

(7) Each Affiliate or Permitted Organization will use the Trademarks strictly in compliance with applicable legal **[000212]** requirements and will abide by all Quality control and other provisions set forth in this Section 9 and elsewhere in these Bylaws and PPFA policy statements or other issuances in implementation hereof. Neither Affiliates nor any Permitted Organizations shall use the

Trademarks on any prescription medications or contraceptives, any over-the-counter health care medications or devices or any other non-Ancillary Goods.

(8) Each Affiliate shall cause any Permitted Organization which it controls to comply with the requirements of this Section 9 of the Bylaws and shall guaranty that compliance.

(9) Notwithstanding any other provision of this Section 9 of Article XIV, with approval of the Trademark Committee, PPFA may grant, or an Affiliate or Permitted Organization may request, permission to use the Trademarks in a manner other than in strict compliance with these Bylaws. Such a request must be in writing, set forth in detail the manner and duration of use requested and the necessity therefor, and must be submitted to the Trademark Committee for consideration. Subject to review by the Board of Directors of PPFA, the Trademark Committee shall, in its discretion, approve or deny such requests for permission.

d. Infringement By Third Parties.

In the event that an Affiliate or Permitted Organization believes that a person or entity is infringing on or unlawfully using the Trademarks, the Affiliate or Permitted Organization shall immediately notify PPFA in writing. PPFA, in its sole discretion, may take all necessary action, including, without limitation, filing suit and enjoining the alleged infringement, with all

expenses and all damages and other compensation received as a result of taking such actions against such infringement being the sole responsibility of and belonging to PPFA.

e. Indemnification.

(1) Each Affiliate or Permitted Organization agrees to indemnify and hold PPFA, and each of its respective officers, directors, affiliates, employees, and agents, harmless from and against any damages, liabilities, losses, and expenses, including, without limitation, reasonable attorney's fees and amounts paid in settlement of any claim, of any kind or nature whatsoever, which may be sustained or suffered as a result of any use by that Affiliate or Permitted Organization of the Trademarks, which causes or is alleged to cause harm or a violation of any of the rights of any third party, including without limitation, product liability claims by a third party which may arise as a result of that Affiliate's or Permitted Organization's manufacturing, marketing, **[000213]** distribution, selling or other use of Ancillary Goods bearing the Trademarks.

(2) PPFA agrees to indemnify and hold Affiliates or Permitted Organization, and their officers, directors, affiliates, employees, and agents harmless from and against any damages, liabilities, losses, and expenses, including, without limitation, reasonable attorney's fees and amounts paid in settlement of any claim which may be sustained or suffered arising

from or as a result of any use by PPFA of the Trademarks, which causes or is alleged to cause harm or a violation of any of the rights of any third party, including without limitation, product liability claims by a third party which may arise as a result of the manufacture, marketing, distribution, sale or other use by PPFA or its licensee(s) of the Products bearing the Trademarks.

f. Assignment and License.

Neither Affiliates nor any Permitted Organizations may assign any of their rights or obligations hereunder without the prior written consent of PPFA.

g. Termination of Rights to Use of Trademarks with Ancillary Goods.

If an Affiliate or Permitted Organization fails to perform any of the terms, conditions, agreements, or covenants in Section 9 of Article XIV of these Bylaws, the rights granted to the Affiliate or the Permitted Organization pursuant to Section 9 of Article XIV of these Bylaws with respect to the use of the Trademarks on Ancillary Goods shall terminate immediately and shall remain terminated until such failure has been cured to the satisfaction of PPFA.

h. Amendment of this Section 9.

Notwithstanding anything to the contrary in these Bylaws, the terms, conditions, agreements, and covenants set forth in this Section 9 shall remain in full force and effect and be binding upon each Affiliate

and Permitted Organization in the form of these Bylaws or, if these Bylaws are amended in relevant part, in the form of a written agreement between PPFA and each Affiliate and Permitted Organization, for the duration of any agreement between PPFA and a licensee(s) with respect to the manufacture, marketing, distribution, and/or sale of the Products. Each Affiliate or Permitted Organization acknowledges that any third party who is a licensee of PPFA in connection with the manufacture, marketing, distribution, and/or sale of the Products is relying upon the covenants and representations set forth in this Section 9. Accordingly, each Affiliate or Permitted Organization shall be so bound by the terms of this Section 9 or, if these Bylaws are amended in relevant part, by the terms of an equivalent written agreement **[000214]** between PPFA and each Affiliate and Permitted Organization, and shall honor all covenants and representations therein for the duration of any such third party license agreement.

Section 10. Extension

The Affiliate Development and Accreditation Committee may recommend that an Affiliate be reaffiliated or that a new organization or a Provisional Affiliate be granted Affiliate status. Should this recommendation not be acted upon prior to the expiration date, the prior status shall be deemed to continue until the PPFA Board of Directors has acted.

Section 11. Enforcement Procedures.

Failure of any Affiliate or other organization granted use of the Trademarks to comply with the Standards of

Affiliation shall constitute grounds for administrative probation, revocation of accreditation or disaffiliation and/or loss of authority to use the Trademarks as may be determined by the Board of Directors, in accordance with the following. The Policyholders Council shall receive copies of all notices required by this section of the bylaws.

Revocation of Accreditation and Probation.

(1) The Affiliate Development and Accreditation Committee .may recommend revocation of accreditation for an Affiliate that fails to comply with the Standards of Affiliation in such a significant way as to pose a serious risk: operating in a manner harmful to PPFA, jeopardizing the quality of care and the safety of patients, failure to comply with accreditation requirements.

(2) An Affiliate shall be placed on administrative probation automatically for failure to submit its audit and management letter, failure to pay National Program Support, or failure to pay National Insurance charges on a timely basis. Administrative probation shall terminate automatically upon the submission of the required documents or payments. Upon the recommendation of the ADA Committee, the PPFA Board may place an Affiliate on administrative probation if its audited financial statements report a deficit im expendable net assets. Administrative probation shall terminate upon delivery of a financial statement, audited or reviewed by a CPA,

showing that the Affiliate has positive expendable net assets.

(3) During the period of administrative probation, the Affiliate shall not have voting privileges at meetings of the Membership of PPFA, pursuant to Bylaws Article IV, Section 3, nor the right to vote on action taken by the Membership without a meeting pursuant to Bylaws Article IV, Section 6, nor the right to vote on proposed Bylaw amendments pursuant to Bylaws Article **[000215]** XV, but shall retain all other rights, privileges, and obligations of membership.

b. Disaffiliation.

(1) Upon the acceptance of the recommendation of the revocation of accreditation as stated in Section 11.a. by the Board of Directors, or upon the Board of Directors' determination that an Affiliate or other organization granted use of the Trademarks is operating in a manner harmful to PPFA, the Board of Directors shall issue a notice of intent to disaffiliate the Affiliate or to revoke the other organization's authority to use the Trademarks and the following procedures shall be followed:

(a) The notice of intent to disaffiliate or revoke authority to use the Trademarks shall be signed by an officer of PPFA and shall be sent immediately to the Affiliate or other organization granted

use of the Trademarks by certified mail.

(b) Within thirty (30) days after the mailing of such notice, the. Affiliate or other organization granted use of the Trademarks may apply in writing to the Chairperson of PPFA for a hearing -which shall be held pursuant to Section 11.d. of this Article.

(c) If the Affiliate or other organization granted use of the Trademarks does not exercise its right to request a hearing, disaffiliation and/or revocation of the authority to use the Trademarks shall be automatic as of the thirty-fifth (35th) day after the mailing of the notice required by Section 11(b) (1) (a) of this Article.

(d) If a hearing is held and the Hearing Board determines that the Affiliate or other organization granted use of the Trademarks should be disaffiliated or authority of the organization to use the Trademarks should be revoked, disaffiliation and/or revocation of the authority to use the Trademarks shall be effective as of the date of the filing of the written report of the Hearing Board with the Secretary of PPFA. Notice of such filing and a copy of the written report of the Hearing Board

shall be sent immediately by certified mail to the Affiliate or other organization granted use of the Trademarks.

(e) Within two weeks of the filing of the written report of the Hearing Board, the Board of Directors of PPFA shall review the Hearing Board's report and shall vote to accept or reject its determination of whether the Affiliate should be disaffiliated or the other organization's **[000216]** authority to use the Trademarks should be revoked. The Board of Directors may delegate this responsibility to the Executive Committee. The following provisions shall apply:

(i) If the Hearing Board determined that the Affiliate should be disaffiliated or other organization's authority to use the Trademarks should be revoked and the Board of Directors accepts this determination, no further action is required.

(ii) If the Hearing Board determined that the Affiliate should be disaffiliated or other organization's authority to use the Trademarks should be revoked and the Board of

Directors rejects this determination, disaffiliation and revocation of the authority to use the Trademarks shall be nullified.

(iii) If the Hearing Board determined that the Affiliate should not be disaffiliated or the other organization's authority to use the Trademarks should not be revoked and the Board of Directors accepts this determination, no further action is required.

(iv) If the Hearing Board determined that the Affiliate should not be disaffiliated or the other organization's authority to use the Trademarks should not be revoked and the Board of Directors rejects this determination, the Affiliate shall be disaffiliated or the other organization's authority to use the Trademarks shall be revoked. The President of PPFA shall immediately send by certified mail notice of disaffiliation to the Affiliate or notice of revocation of the authority to use the Trademarks to the other organization formerly authorized to use the

Trademarks. Disaffiliation and/or revocation of the authority to use the Trademarks shall be effective at 12:01 A.M. Eastern time on the thirtieth day following mailing of the notice.

c. Cease and Desist Procedure.

(1) WHENEVER:

(a) The Chairperson of PPFA, the Chairperson of the National Medical Committee, and the Chairperson of the Affiliate Development and Accreditation **[000217]** Committee, in consultation with the President of PPFA, have made a unanimous written determination that an Affiliate is engaging in a medical practice which is contrary to the Medical Standards of PPFA and/or which may jeopardize the life or health of patients and/or may place the Affiliate and PPFA in serious jeopardy of increased liability risk, and have filed such determination with the Secretary of PPFA, the National Insurance Program, and the Policyholders Council; or

(b) The Chairperson of PPFA, the Chairperson of the Affiliate Development and Accreditation Committee, and one of the regionally

selected directors from the Region within which the Affiliate is located, in consultation with the President of PPFA, have made a joint written determination that an Affiliate is engaging in an activity, other than a medical practice, which in their judgment is harmful to and seriously jeopardizes the welfare of the Affiliate and/or PPFA, and have filed such determination with the Secretary of PPFA;

THEN the President of PPFA shall issue a written order that such Affiliate cease and desist from the offending practice or activity within a specified time. Such written order shall be communicated immediately to the Affiliate by registered mail.

Within seven (7) business days of receipt of such order, provided that the Affiliate is in compliance with the cease and desist order, the Affiliate may apply in writing to the. Chairperson of PPFA for a hearing pursuant to Section 11.d. of this Article. The hearing shall be held within seven (7) business days after receipt of the request for a hearing at a time and place specified by the Chairperson of PPFA unless the Affiliate requests an extension of time. The written report of the Hearing

Board shall be filed with the Secretary of PPFA within five (5) days after the close of the hearing. Notice of such filing, with a copy of the written report, shall be sent immediately to the Affiliate by registered mail.

(2) If the Hearing Board concurs that the Affiliate shall cease and desist from the offending practice or activity, the Affiliate shall continue to comply with the cease and desist order. If the Affiliate fails or refuses to comply with the cease and desist order, the Chairperson of PPFA shall recommend in writing to the Board of Directors of PPFA, with a copy to the Affiliate by registered mail, the immediate disaffiliation of such Affiliate. The written recommendation shall be supported by documentation sufficient for the Board of Directors to make an informed judgment. At the next regular meeting of the Board of Directors of PPFA, or at a special meeting called for such purpose, the Board shall review the record, receive any new evidence, and **[217]** may vote the immediate disaffiliation of such Affiliate or take such other actions it deems appropriate. The Affiliate shall receive a copy of the notice of the meeting and shall be entitled to be present. The action of the Board of Directors of PPFA shall be final and the Affiliate shall have no right to a further hearing before a Hearing Board.

d. Hearing Boards.

(1) Whenever an Affiliate or other organization applies to the Chairperson of PPFA for a hearing before a Hearing Board as provided in this Section, a Hearing Board shall be appointed to conduct such hearing. The Hearing Board shall consist of five (5) persons, four (4) of whom shall be members of the PPFA Board of Directors, and one (1) of whom shall be the Chairperson of the National Executive Directors Council or his or her designee. The four PPFA Board members shall be designated as follows: three by the Chairperson of PPFA, and one by the Affiliate or other organization which requested the hearing.

(2) The Chairperson of PPFA shall designate one of his/her appointees as Chairperson of the Hearing Board. The Chairperson of the Hearing Board shall set the time and place of the hearing, which shall occur within seven (7) business days from receipt of the application for a hearing unless the Affiliate or other organization applying for the hearing requests an extension of films. The Hearing Board shall review the action of the Board of Directors or the order issued by the President of PPFA, as the case may be. The Affiliate or other organization which requested the hearing shall be entitled to appear before the Hearing Board and to be represented by counsel. The Hearing Board may request the appearance before it of any person it deems necessary. The Vice

President for Legal Affairs of PPFA or other counsel shall advise the Hearing Board with respect to the procedures to be observed in the hearing and the Hearing Board shall follow such procedures as are necessary to assure a prompt, fair and expeditious hearing. Within five (5) business days of completion of the hearing, the Hearing Board shall by majority vote either concur in or not concur in the action taken by the Board of Directors or the order issued by the President of PPFA, as the case may be, by written report filed with the Secretary of PPFA and sent by registered mail to the Affiliate or other organization which requested the hearing.

e. Loss of Use of Trademarks.

A former Affiliate or other organization which loses the right to use the Trademarks shall immediately cease use of said Trademarks in any connection whatsoever and shall simultaneously cease to use logos and/or telephone numbers identified with the name "Planned Parenthood." PPFA shall **[000219]** make appropriate arrangements for continuity of patient care.

Section 12. Final Disposition.

Assets remaining to a former Affiliate upon disaffiliation or voluntary or involuntary termination may be retained by the former Affiliate if it continues to be eligible under federal and state laws. If these requirements are not met, the assets shall be transferred at the option of the PPFA Board of Directors in accordance with applicable state and

federal laws, either to PPFA or to another non-profit organization which fulfills such requirements.

Section 13. Responsibilities of the Federation and National Office to Affiliates.

a. Authority.

(1) The Federation's goals and objectives shall be stated in the Strategic Plan as approved by the Membership and updated annually by the PPFA Board of Directors, as an integral part of its planning process.

(2) The Board of Directors shall adopt an appropriate evaluation process to be used by Affiliates in evaluating the performance of the National Office with respect to the goals and objectives of the Strategic Plan.

(3) The Board shall report to the Membership each year on the results of this evaluation.

b. The National Office.

(1) The National Office functions on behalf of Affiliates to provide the leadership required for policy and program initiatives. It also administers the standards mandated by the Membership and supports the growth and development of Affiliates in carrying out the goals and objectives of the Strategic Plan.

(a) The National Office provides a structure that encourages Affiliates to participate in the planning and executing of policies that lead to

achievement of the goals of the Strategic Plan.

(b) The National Office supports the work of Affiliates in providing leadership, support, and services to facilitate the delivery of reproductive health care to all those who want and need it.

(c) Consistent with its fundraising agreements with Affiliates, the National Office shall conduct solicitation of private citizens and organizations for the financial support of its total program.

[000220]

(d) The National Office shall be accountable to Affiliates for the activities it has conducted on their behalf and for the National Program Support collected in its support.

(2) The National Office shall provide guidance and counsel on legal matters of national consequence that protect the tax-exempt status of Affiliates and PPFA.

c. Organizational Standards.

(1) The Federation shall maintain and promote a planning process that encourages Affiliates to measure the impact of the National Office on agreed-to goals and objectives.

(2) The National Office shall have a current affirmative action program which ensures that minority representation on the PPFA staff is reflective of the Civilian Labor Force Data in the recruiting area.

[000221]

ARTICLE XV - AMENDMENT OF BYLAWS

Section 1.

Amendment of Bylaws, including the Standards of Affiliation, may be proposed by the Board of Directors, or by written request of one-third (1/3) of the Affiliates.

Section 2.

These Bylaws maybe amended at any meeting of the Membership by a vote of two-thirds (2/3) of the persons present in person or by proxy and entitled to vote, in the presence of a quorum and provided that notice of the proposed amendment has been sent to all Affiliates and all members of the Board of Directors not less than six (6) weeks before the meeting, and provided that a copy of the proposed amendment shall accompany the notice.

Section 3.

These Bylaws may also be amended by written vote without a meeting of the Membership, provided the amendment has been proposed by the Board of Directors. Notice of the proposal shall be sent to each Affiliate and each member of the Board of Directors, accompanied by a copy of the proposed amendment and a copy of or reference to the provisions of this Section 3.

Two or more amendments which are closely related in subject matter may be grouped together and voted on as if they were a single amendment.

The notice shall specify a period of sixty (60) days from the date on which the notice is mailed, or such longer period as may be fixed by the Board of Directors, within which votes may be cast.

Each Affiliate shall have one vote for each of its memberships unless such Affiliate is(i) on probation for failure to submit its annual audit; (ii) delinquent in payment of its National Program Support as of the final day on which votes may be cast; or (iii) it has been placed on administrative probation by the PPFA Board because its audited financial statements report a deficit in expendable net assets; or (iv) its accreditation has been revoked by the PPFA Board of Directors. Each member of the Board of Directors shall have one vote.

Votes shall be in writing and shall be sent by mail or telegram or otherwise delivered to the principal office of the Federation for the attention of the Secretary, and shall be deemed to have been cast on the date on which they are received at that office.

If two-thirds (2/3) of the eligible votes shall be cast in favor of the proposed amendment, it shall become effective as of the end of such period.

[000222]

ARTICLE XVI - AMENDMENT OF CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of the Planned Parenthood Federation of America, Inc., may be amended at any Annual Meeting of the Membership by a two-thirds (2/3) vote of the members present in person or by proxy, in the presence of a quorum and providing that notice of the proposed revision has been sent to all Affiliates not less than six (6) weeks before the meeting, and providing that a copy of the proposed amendment shall accompany the notice.

[000223]

ARTICLE XVII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Newly Revised) shall govern all meetings of the Planned Parenthood Federation of America, Inc. in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

[000224]

ARTICLE XVIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Federation shall indemnify to the full extent permitted by law against damages, judgments, settlements, costs, charges, and expenses incurred in connection with the

defense of any action, suit, or proceeding or any appeal therefrom, any person or his or her personal representative, made, or threatened to be made, a party to such action, suit, or proceeding, whether civil or criminal, by reason of the fact that such person is or was a Director or officer of the Federation.

[000225]

ARTICLE XIX - DEFINITIONS

ACEC - Affiliate Chief Executives Council (formerly National Executive Directors Council) (See Article IX).

ADA Committee - Affiliate Development and Accreditation Committee.

AGI - The Alan Guttmacher Institute, a Not-for-Profit Corporation for Reproductive Health Research, Policy Analysis and Public . Education; a Special Affiliate of PPFA.

Ex-officio membership - Membership by virtue of an office held in the Federation or another organization as defined in the Bylaws. *An ex-officio* member shall have all the rights and powers of any other Board member.

Honorary membership - In PPFA, restricted to those persons who have served as Chairperson of the Federation in accordance with Article V, Section 2. Such persons shall be honorary members of the Board without vote and shall have the right to receive all communications sent to Board members and to speak at Board meetings.

IPPF/WHR - Western Hemisphere Region of the International Planned Parenthood Federation.

NMC - National Medical Committee.

NNC -National Nominating Committee.

Person of Color - For purposes of these Bylaws, a Person of Color is one who is a member of the Alaskan Eskimo, American Indian, Asian, Black, Hispanic, or Pacific Islander racial groups, as defined in Title 41, Code of Federal Regulations, Section 60-4.3, or such other ethnic community recognized as a racial or ethnic minority by the Equal Employment Opportunity Commission of the United States of America.

PHC - Policyholders Council (see Article X).

VLC - Volunteer Leadership Council of Planned Parenthood (formerly Affiliate Presidents Council) (see Article IX).

[000226]

ARTICLE XX - TRANSITION BYLAWS*

Section 1.

These bylaws of the Planned Parenthood Federation of America (PPFA) were amended by the Membership of PPFA at their annual meeting on the 15th day of November, 1997 (the 1997 Annual Meeting). Because of the nature of the

---

* Because of the change in meeting dates, all references in this Article XX to the 1999 Annual Meeting of the PPFA Membership shall be read to mean the 2000 Annual Meeting of the PPFA Membership. All references in this Article XX to the 2000 Annual Meeting of the Membership shall be read to mean the 2001 Annual Meeting of the PPFA Membership.

changes adopted by the members, all amendments approved at the 1997 Annual Meeting other than those addressed in this ARTICLE XX, were effective immediately following that annual meeting. With respect to those amendments addressed below, the transition from the bylaws existing prior to the 1997 Annual Meeting (the Old Bylaws) to those bylaws adopted at that meeting (the New Bylaws) will be affected in accordance with this ARTICLE XX.

Section 2.

Those amendments to the bylaws of PPFA for which transition is addressed by this ARTICLE XX are the following:

(A) Reduction in Number of Elected Members of the Board of Directors of PPFA. Prior to the adoption of the amendment, the Board of Directors of PPFA (the Board) consisted of 35 members, some of whom were elected in varying manners and some of whom were *ex-officio* members of the Board as a result of being elected by or holding a post with another organization. The size of the Board following the transition from that previous position is sixteen (16) directors at large elected by the Membership; two directors from each of the four Regions, one of whom is selected by the Region, and the other is chosen by the National Nominating Committee from among a panel proposed by his/her Region and elected by the Membership; and five (5) ex-*officio* members, as set forth in Article V, Section 2 of these bylaws. Concurrently therewith, the terms of Directors of PPFA were changed from two year terms, with a maximum of three consecutive terms (the Old Limitation), to three year terms with a maximum of two consecutive terms (the New

Limitation). The transition from the Old Bylaws to the New Bylaws with respect to other than *ex-officio* members of the Board shall be as follows:

(1) Existing Directors. The transition to the New Bylaws will not affect the term of office or length of term of any Director whose term of office is in existence at, or begins with, the 1997 Annual Meeting. Thus, all persons who are elected prior to, or whose terms begin with, the 1997 Annual Meeting will be subject to the Old Limitation. All persons elected after the close of the 1997 Annual Meeting as Directors for the first term of a series of consecutive terms will be subject to the New Limitation.

[000227]

(2) Regional Representation. It is the intention of these Transition Bylaws to preserve one regionally elected position and one regionally based, nationally elected position for each Region until the transition to the New Bylaws is complete.

(3) 1997-1998. There is one board position to be filled at the 1997 Annual Meeting. That position will be filled. The Board of Directors will then be comprised (not counting the five (5) *ex-officio* directors) of twelve (12) directors at large elected by the Membership, eight (8) regionally elected directors, and eight (8) directors chosen by the NNC from among panels proposed by the four Regions and

elected by the Membership. All of these directors will be subject to the Old Limitation until they have served for six consecutive years under the Old Limitation or, if earlier, cease to be directors.

(4) 1998-1999. By August 1 of 1998 each Region will designate its directly elected board member. If the designee is an existing board member s/he will serve under the Old Limitation. If the designee is newly elected to the board she will be subject to the New Limitation. Any existing board member who was regionally elected but not designated by the region shall become a director at large ("Redesignated Director"). Under the Old Bylaws, there would be six (6) board positions (of persons who will have served the maximum number of consecutive terms permitted under the Old Limitation) to be filled at the 1998 Annual Meeting of the PPFA Membership. These consist of three (3) at large positions, one regionally elected position, and two regionally based, nationally elected positions. Four of these Vacancies will be filled; two will not be filled. The number of positions for directors at large shall be four (4), less the number of seats held by Redesignated Directors. The Board of Directors will then be comprised (not counting the *ex-officio* members) of thirteen (13) directors at large, seven (7) regionally elected directors, and six (6) regionally based, nationally elected directors. Of these, a maximum of 22 will be subject to the Old

Limitation and at least four (4) will be subject to the New Limitation.

(5) 1999-2000. Under the Old Bylaws, there would be six (6) board positions to be filled at the 1999 Annual Meeting of the PPFA Membership. These consist of two directors at large elected by the Membership, two regionally elected positions, and two regionally based, nationally elected directors. Five (5) of these vacancies will be filled; one will not be filled. Of the five vacancies filled, any vacancies in the regionally elected categories shall be filled first by the Regions and any vacancies in regionally **[000228]** based, nationally elected categories shall be filled next by the NNC first and the remaining positions will be filled by directors at large. The board of directors will be then. comprised (not counting the five *ex-officio* members) of fifteen (15) directors at large, five (5) regionally elected directors, and four (4) regionally based, nationally elected positions. The five newly elected directors will be subject to the New Limitation.

(6) 2000-2001. Under the Old Bylaws, there would be four (4) board positions to be filled at the 2000 Annual Meeting of the PPFA Membership. These consist of (2) directors at large and two regionally elected directors. All four (4) vacancies will be filled. Any vacancies in the regionally elected categories shall be filled first by the Regions, and any vacancies in regionally based, nationally elected

categories shall be filled next by the NNC. The remaining positions will be filled by the NNC with directors at large. The newly elected directors will. be subject to the New Limitation. The Board of Directors will then be comprised (not counting the ex-*officio* members) of sixteen (16) directors at large, four (4) regionally elected board members, and four (4) regionally based,.nationally elected board members.

(7) Subsequent Elections. For all elections after the 2000 Annual Meeting, persons subject to the Old Limitation who reach the end of their term limitations will be replaced with persons who are subject to the New Limitation.

(8) Vacancies. If any person who is serving a term of office as a regionally based, nationally elected director ceases to serve in such capacity before reaching the end of the applicable term limitation, and if that person's departure causes there to be an absence of a director in such capacity in any of the four (4) Regions, that person shall be replaced by the NNC, choosing from a panel proposed by that Region and elected by the Membership. Vacancies among directors at large shall not be filled during the transition period unless they cause the total number of directors to fall below 29.

(9) Terms of Directors under Old Limitation. The term of a Director who under this Article XX does not have a successor shall expire at the time his or her successor would have been elected.

(B) Reduction in the *ex-officio* Members of the Board of Directors of PPFA. One of the amendments to the bylaws of PPFA reduces the number of persons who are members of the Board *ex-officio* positions with other organizations. Under **[000229]** the Old Bylaws, there were two members of the Board who were representatives of the Alan Guttmacher Institute (AGI) and one member of the Board who was a representative of IPPF/WHR. Under the New Bylaws, there is one member of the Board who is a representative of AGI and there is not any representative of IPPF/WHR on the Board. As is the case with respect to elected members of the Board, the transition to the New Bylaws will not affect the term of office or length of term of any *ex-officio* Director whose terra of office is in existence at, or begins with, the 1997 Annual Meeting. After the expiration of the current term of any such person who is serving as an *ex-officio* member of the Board as of the close of the 1997 Annual Meeting, the position of the IPPF/WHR representative will not be filled and only one of the AGI positions will continue to be filled.

(C) Change in the Term of Office of the Chairperson. ARTICLE VI, Section 2 of the Bylaws has been amended to change the term of office of the Chairperson from a one-year term to a two-year term. Such Article also amends the maximum number of consecutive terms of the Chairperson. Under the Old

Bylaws, the Chairperson was limited to serving a maximum of three consecutive one-year terms (the Old Chairperson Limit). Under the New Bylaws, the Chairperson is limited to serving one two-year term and, thereafter, must not serve in that position for a period of at least one year before he or she can be elected to again serve as Chairperson (the New Chairperson Limit). The person who is serving as Chairperson at the August, 1997, meeting of the Board of Directors has served two consecutive one-year terms as Chairperson and is eligible under the Old Bylaws to serve a third consecutive one-year term in such capacity. If such person (but no other) is elected to serve a third consecutive one-year term as Chairperson, then that person shall be subject to the Old Chairperson Limit. Any other person who is elected as Chairperson at the 1997 Annual Meeting, and any person who is subsequently elected to serve as Chairperson, shall serve subject to the New Chairperson Limit.

Section 3.

The provisions of this ARTICLE XX of the Bylaws of PPFA are designed to operate only to effect the transition from the Old Bylaws to the New Bylaws. As such, these provisions shall be self-limiting and self-expunging. Section 2(A) hereof shall expire at the close of the 2000 Annual Meeting of the membership of PPFA. Section 2(B) hereof shall expire at the termination of the maximum limit of the term of any *ex-officio* member of the Board who is serving at, or whose term begins with, the close of the 1997 Annual Meeting. Section 2(C) hereof shall expire at the end of the last consecutive term, whether by expiration or otherwise, of the Chairperson who is serving as Chairperson at the August,

1997, meeting of the Board of Directors of PPFA. A provision of this ARTICLE XX, upon its expiration, shall **[000230]** automatically and without further action by the Board, the membership of PPFA, or any other body, be expunged and deleted from these Bylaws. Upon the expiration of the last provision of this ARTICLE XX to expire, this entire ARTICLE XX shall automatically and without further action by the Board, the membership of PPFA, or any other body, be expunged a/Id deleted from these Bylaws.

[000231]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part I, Line 8A & 8B
06/30/99

SCHEDULE - B

Total -Sales*	$	19,184,824
Less: Cost-Basis		16,992,929
Net Gain/Loss	$	2,191,895

* Sales of Publicly Traded Marketable Securities.

[000232]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV, Line 54
06/30/99

SCHEDULE - C

Schedule of Investments & Securities

	1999
Cash & Liquid Investment Funds	2,639,048
U.S. Government Obligations	18,845,546
Common and Preferred Stock	18,876,450
Municipal Bonds	388,115
Corporate Bonds	5,239,224
Other	591,767
Total	46,580,150

[000233]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part I, Line 20
06/30/99

SCHEDULE - D

Other Changes in Fund Balances

Change in value of split-interest agreements		
$(520,287)		
Gain on beneficial interest in perpetual trust		
		527,983
Refund to Donor		(74,511)
Prior period adjustment		40
Total	$	(66,775)

[000234]

See Foldout Exhibit

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

Statement of Functional Expenses
Twelve-months period ended June 30, 1999

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. #13-1644147 SCHEDULE - E

Statement of Functional Expenses

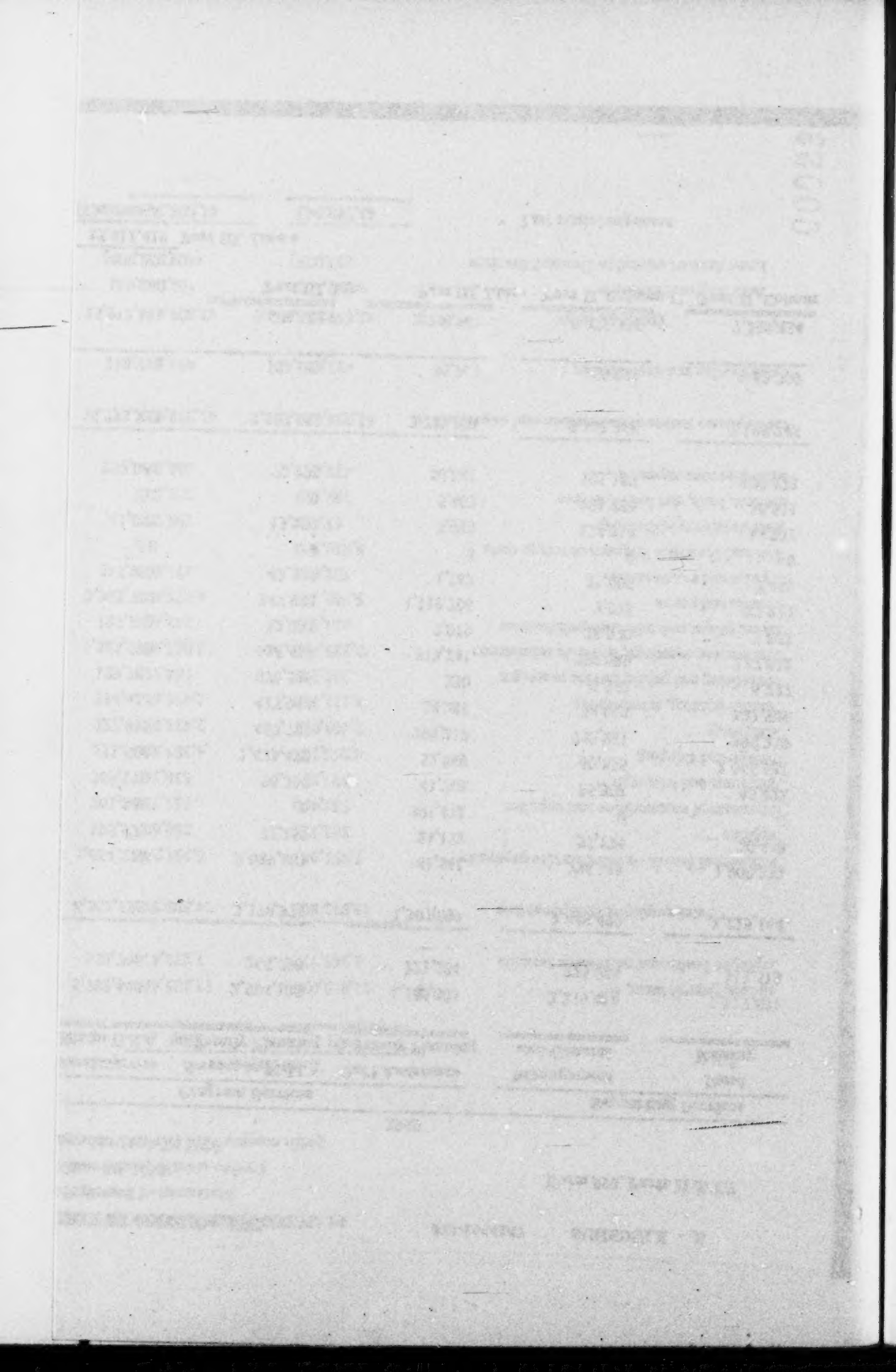
Twelve-months period ended June 30, 1999 Form 990, Parts II & III

(with comparative totals for the year ended June 30, 1998

	Total Expenses		1999				
			Program Services			Supporting Services	
	1998	1999	Grants and Service to Affiliates U.S.A	Service to Field of Family Planning	Int'l Assistance & Family Planning	Management and General	Fund Raising
alaries, payroll taxes, etc.	$ 11,809,037	13,225,484	5,798,449	2,904,185	1,185,805	2,219,414	1,117,631
mployee health and retirement benefits	1,163,771	1,278,418	552,746	266,790	121,284	226,085	111,513
Total employee compensation	12,972,808	14,503,902	6,351,195	3,170,975	1,307,089	2,445,499	1,229,144
rofessional fees & contract service payments	5,951,947	6,531,284	1,654,222	2,089,801	81,541	796,388	1,909,332
upplies	363,728	366,603	195,579	72,250	21,152	57,174	20,448
hipments of commodities and supplies	565,490	655,758	263,846	0	391,912	0	0
elephone and telegraph	577,339	636,168	369,190	96,705	41,749	85,302	43,222
ostage and shipping	4,063,105	4,785,536	531,606	1,473,475	52,969	60,855	2,666,631
ccupancy	2,403,013	2,438,038	522,989	467,789	295,219	752,831	399,210
utside printing, artwork, etc.	1,111,756	1,476,613	334,426	417,944	28,281	74,013	621,949
dvertising and public service messages	345,169	868,172	189,767	670,586	230	3,362	4,227
onferences, meetings, travel & subsistence	2,825,408	3,086,251	1,565,500	686,419	318,231	399,089	117,012
ubscriptions and reference publications	224,323	241,435	125,172	82,313	2,019	28,070	3,861
wards and grants	5,583,704	4,275,688	2,983,722	147,983	1,113,796	7,975	22,212
epairs and maintenance	462,803	471,895	397,907	43,135	1,767	21,606	7,480
National Insurance Program coverage costs	5,056,000	0	0	0	0	0	0
taff development/training	45,618	196,747	41,081	13,209	3,910	124,314	14,233
nterest, bank, and lock box fees	199,129	243,885	157	0	5,487	201,730	36,511
Miscellaneous expenses	475,067	600,084	267,034	70,979	56,641	105,157	100,273
tal expenses before amortization and depreciation	43,226,484	41,378,059	15,793,393	9,503,563	3,721,993	5,163,365	7,195,745
Amortization and depreciation	433,321	430,995	118,718	102,569	36,968	109,031	63,709
Total expenses	$ 43,659,724	41,809,054	15,912,111	9,606,132	3,758,961	5,272,396	7,259,454
Add: Regional Councils	137,400	108,260	108,260	Part III, Line	Part III, Line	Part II, Column C	Part II, Column
Less: Amount related to Donated Services	(57,079)	(408,952)	(408,952)				
			15,611,419	Part III, Line a			
	43,748,045	41,508,362	Part II, Column A				

* List rental expenses.

000234



[000235]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV, Line 57B
06/30/99

SCHEDULE - F

Leasehold Improvements and Equipment

Leasehold improvements and equipment at Juno 30, 1999 consist of the following:

	1999
Construction in Progress	$ 214,894
Leasehold Improvement	487,765
Equipment	5,971,487
	6,674,146
Less accumulated depreciation and amortization	(4,470,711)
Total	2,203,435

[000236]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part II, Line 22
06/30/99

SCHEDULE - G

Schedule of Awards & Grants

	1998/99
FPIA Sub-grants	$ 1,003,546
Awards/Grants to Affiliates	730,930
Payments to Affiliated Organizations	138,563
Affiliated Share of Contribution	2,019,986
Awards & Grants to AGI	260,455
Misc. Sub-Grants	122,208
Total	4,275,688

[000237]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV, Line 65
06/30/99

SCHEDULE - H

Other Liabilities

Payable to Related Organizations	2,530,264
Amount held for affiliates	1,704,563
Liability under split-interest agreements	4,508,942
Total	8,743,769

[000238]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part V
06/30/99

SCHEDULE - I

LIST OF KEY EMPLOYEES

Name & Address:	Gloria Feldt 810 Seventh Avenue New York, New York 10019
Title & Duration:	President, Full Time
Compensation:	262,223
Benefits:	14,697
Expenses:	25,000

Name & Address:	R. James LeFevre 810 Seventh Avenue New York, New York 10019
Title & Duration:	Chief Operating Officer, Full Time
Compensation:	194,811
Benefits:	11,688
Expenses:	15,000

Name & Address:	Jeffrey D. Mechanick 810 Seventh Avenue New York, New York 10010
Title & Duration:	VP Business Support Services, Full Time
Compensation:	138,038
Benefits:	8,282
Expenses:	0

Name & Address:	Eve W. Paul 810 Seventh Avenue New York, New York 10019
Title & Duration:	Vice President, Legal and General Counsel, Part time
Compensation:	102,441
Benefits:	6,146
Expenses:	0

Name & Address:	Larry Moreland 810 Seventh Avenue New York, New York 10010
Title & Duration:	Chief Financial Officer, Full Time
Compensation:	100,090
Benefits:	0
Expenses:	0

[000239]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
810 SEVENTH AVENUE, NEW YORK, N.Y. 10019

LIST OF PRESIDENT AND VICE PRESIDENTS

Gloria Feldt President	810 Seventh Avenue New York, New York 10019
R. James LeFevre Chief Operating Officer	810 Seventh Avenue New York, New York 10019
Eve W. Paul General Council, Asst. Sec. & V. President Legal Affairs	810 Seventh Avenue New York, New York 10019
Jeffrey D. Mechanick VP Business Support Services Asst. Treasurer	810 Seventh Avenue New York, New York 10019
Larry Moreland Chief Financial Officer Asst. Treasurer	810 Seventh Avenue New York, New York 10019

Barbara Snow
Vice President
Executive Affairs

810 Seventh Avenue
New York, New York 10019

Daniel R. Weintraub
Vice President
Int'l. Programs

810 Seventh Avenue
New York, New York 10019

James Minow
Vice President
Development

810 Seventh Avenue
New York, New York 10019

Suellen Craig
Vice President
Affiliate Services

810 Seventh Avenue
New York, New York 10019

Daniel W. Rutberg
Vice President
Information Technology

810 Seventh Avenue
New York, New York 10019

Bonnie McEwan
Vice President
Communications

810 Seventh Avenue
New York, New York 10019

Michael S. Burnhill M.D., DMSc.
Vice President
Medical Affairs

810 Seventh Avenue
New York, New York 10019

Jacquelyn Lendsey
Vice President
Public Policy — 810 Seventh Avenue
New York, New York 10019

Arnold Breakstone
Vice President
Human Resources — 810 Seventh Avenue
New York, New York 10019

[000240]

Roger Rathman
Vice President
Media Relations — 810 Seventh Avenue
New York, New York 10019

Carrie Spell
Vice President
Organization Development
810 Seventh Avenue
New York, New York 10019

Michael McGee
Vice President
Education — 810 Seventh Avenue
New York, New York 10019

Fannie Porter
Vice President
Evaluation — 810 Seventh Avenue
New York, New York 10019

Jill Cobrin
Vice President Insurance — 810 Seventh Avenue
New York, New York 10019

[000241]

CONFIDENTIAL

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.

OFFICERS 1999

Chairperson
Mary Shallenberger
810 Seventh Avenue
New York, New York 10019

Vice Chairperson
Alfredo Vigil, MD
810 Seventh Avenue
New York, New York 10019

Treasurer
Barbara Singhaus
810 Seventh Avenue
New York, New York 10019

Secretary
Alfred Poindexter III, MD
810 Seventh Avenue
New York, New York 10019

Officers & Directors receive no compensation in connection with their services.

[000242]

PPFA BOARD OF DIRECTORS 1999

Sharon W. Allison	810 Seventh Avenue New York, NY 10019
Cindy Ashley	810 Seventh Avenue New York, NY 10019
George Huggins, M.D.	810 Seventh Avenue New York, NY 10019
Suzanne Cluett	810 Seventh Avenue New York, NY 10019
Paula A. Johnson, MD	810 Seventh Avenue New York, NY 10019
Rev. Stgphen J. Mather	810 Seventh Avenue New York, NY 10019
Lee Lee Doyle, Ph.D.	810 Seventh Avenue New York, NY 10019
Bobbie Fueri	810 Seventh Avenue New York, NY 10019
Alan E. Guttmacher, M.D.	810 Seventh Avenue New York, NY 10019
Ann O. Hamilton	810 Seventh Avenue New York, NY 10019

Regina J. Jones	810 Seventh Avenue New York, NY 10019
[000243]	
Richard Jensen	810 Seventh Avenue New York, NY 10019
Marti King-Pringle	810 Seventh Avenue New York, NY 10019
Mark Munger	810 Seventh Avenue New York, NY 10019
Randall L Moody	810 Seventh Avenue New York, NY 10019
Ellen Offner	810 Seventh Avenue New York, NY 10019
John Romo	810 Seventh Avenue New York, NY 10019
Jon T. Wilcox	810 Seventh Avenue New York, NY 10019
Susan C. Price	810 Seventh Avenue New York, NY 10019
J. Tyler Pugh	810 Seventh Avenue New York, NY 10019
Alfredo Vigil, MD	810 Seventh Avenue New York, NY 10019

Almeda C. Riley	810 Seventh Avenue New York, NY 10019
Mary Shallenberger	810 Seventh Avenue New York, NY 10019
Alfredo Vigil, M.D.	810 Seventh Avenue New York, NY 10019

[000244]

Christine Sorensen	810 Seventh Avenue New York, NY 10019
Judy N. Tabb	810 Seventh Avenue New York, NY 10019
Don E. Wineberg	810 Seventh Avenue New York, NY 10019
Barbara Singhaus	810 Seventh Avenue New York, NY 10019
Alfred Poindexter III, MD	810 Seventh Avenue New York, NY 10019

* * * * * * * *

Officers & Directors receive no compensation in connection with their services.

[000245]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part IV-A, Line B-4
06/30/99

SCHEDULE - J

	1998
Change in value of split-interest agreements	(520,287)
Gain on beneficial interest in perpetual trust	527,983
Total	7,696

[000246]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part VI, Line 80
06/30/99

SCHEDULE - K

The Federation is related through overlapping boards/common membership to the following organizations:

International Planned Parenthood Federation - tax exempt
Alan Guttmacher Institute - tax exempt
Planned Protection Insurance Company - taxable*
Planned Parenthood Action Fund, Inc. - tax exempt
Planned Parenthood Foundation - tax exempt

---

* The federation has also filed an IRS Form 5471 for this entity.

[000247]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
13-1644147

Form 990, Part VI, Line 90
06/30/99

SCHEDULE - L

LIST OF STATES WHERE FORM 990 IS FILED

States		Agency Where Filed
1.	Alabama	Office of the Attorney General
1.	Alaska	Fair Business Practices Section
2.	Arizona	Secretary of State
4.	Arkansas	Consumer Affairs Division
5.	California	Attorney General's Office, Sacramento
6.	Connecticut	Office of Attorney General, Hartford
7.	Florida	Department of Agriculture & Consumer Serv. Tallahassee
8.	Georgia	Secretary of State
9.	Illinois	Attorney General's Office, Chicago
10.	Indiana	Indiana Department of Revenue
11.	Kansas	Secretary of State
12.	Kentucky	Attorney's General Office, Frankfort
13.	Main	Division of Public Charities
14.	Maryland	Secretary of State, Annapolis

15.	Massachusetts	Department of Attorney General, Boston
16.	Michigan	Department of Attorney General, Lansing
17.	Minnesota	Office of Attorney General, St. Paul
18.	Mississippi	Secretary of State
19.	Nebraska	Secretary of State, Lincoln
20.	New Hampshire	Office of Attorney General, Concord
21.	New Jersey	Dept. of Law & Public Safety, Newark
22.	New Mexico	Registry Charitable Organizations, Santa Fe
23.	New York	Department of State, Albany

[000248]

24.	North Carolina	Division of Facility Services, Raleigh
25.	North Dakota	Secretary of State, Bismarck
26.	Ohio	Attorney General's Office, Columbus
27.	Oklahoma	State Tax Commission, Oklahoma City
28.	Oregon	Office of Attorney General, Portland
29.	Pennsylvania	Department of State, Harrisburg
30.	Rhode Island	Department of Business Regulations
31.	South Carolina	Public Charities Section
32.	Tennessee	Department of State, Nashville

33.	Utah	Division of Consumers Protection
34.	Virginia	Department of Consumer Services
35.	Washington	Secretary of State
36.	West Virginia	Secretary of State, Charleston
37.	Wisconsin	Department of Regulation & Licensing

[000249]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Schedule A, Part III, Line 4b
06/30/99

SCHEDULE - M

Disbursements made by Planned Parenthood Federation of America, Inc., represent payments necessary to meet the objectives of the organization for services rendered or goods received. All disbursements are approved by a responsible official, after review of supporting vendors invoices or other documentation.

Additionally, disbursements to individuals or organizations, if any, are reviewed to determine that they are functioning in the furtherance of out exempt purpose and are operating under Section 501.

[000250]

PLANNED PARENTHOOD
FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part II, Line 42
06/30/99

SCHEDULE - N

Schedule of Depreciation Exp.

	1998
Amortization Exp.	39,704
Depreciation Exp.	391,291
Total	430,995

[000251]

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
 # 13-1644147

Form 990, Part VII, Line 103
06/30/98

SCHEDULE - P

Other Income

Planned Parenthood Federation of America receives income in connection with the use of its donor mailing lists by other organizatiom and companies as reported in Part VII, Line 103. Such income has been ruled by. the United States Tax Court to constitute royalty income not subject to tinrelated business income tax. Planned Parenthood Federation of America, Inc., Petitioner v. Commissioner of Internal Revenue, Respondent, T.C. Memo. 1999-206, Docket No. 13922-97, filed June 22, 1999. The Service did not appeal.

In addition to these transactions, PPFA engages in list exchanges with other organizations and companies in which each is allowed limited use of a portion of the other's list. No revenue or corresponding expense for sueli in-kind exchanges is reported in PPFA's audited financial statements or in the IRS Form 990.

[000252]

Planned Parenthood
Federation of America, Inc.
810 Seventh Avenue
New York, New York 10019
212/541-7800
FAX 212/245-1845

February 14, 2000

The Internal Revenue Service
Ogden, UT 84201-0027

Dear Sir/Madam:

Enclosed please find our 1998 (Fiscal year July 1, 1998 to June 30, 1999) IRS Form 990, with Schedule-A, extension and schedules. If you have any question don't hesitate to call me at (212) 261-4756.

Thank you for your cooperation.

Sincerely,

/s/ _____
Larry Moreland
Chief Financial Officer

Enclosures

cc: Nand Kapoor

[000253]

See Foldout Exhibit

Application for Extension of Time to File Certain Excise, Income, Information, and Other Returns

Form **2758**
(Rev. June 1998)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Excise, Income, Information, and Other Returns

OMB No. 1545-0142

▶ File a separate application for each return.

Please type or print. File the original and one copy by the due date for filing your return. See instructions on back.

Name: PLANNED PARENTHOOD FEDERATION OF AMERICA INC.

Employer identification number: 13-1644147

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address): 810 SEVENTH AVENUE

City, town or post office, state, and ZIP code. For a foreign address, see instructions: NEW YORK NY 10019

Note: *Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.*

1 I request an extension of time until FEBRUARY 15, 2000, to file (check only one):

☐ Form 706-GS(D)	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 1120-ND (sec. 4951 taxes)	☐ Form 8612
☐ Form 706-GS(T)	☐ Form 990-T (trust other than above)	☐ Form 3520-A	☐ Form 8613
☒ Form 990 or 990-EZ	☐ Form 1041 (estate) (see instructions)	☐ Form 4720	☐ Form 8725
☐ Form 990-BL	☐ Form 1041-A	☐ Form 5227	☐ Form 8804
☐ Form 990-PF	☐ Form 1042	☐ Form 8069	☐ Form 8831

If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐

2a For calendar year ....., or other tax year beginning JULY 1, 1998 and ending JUNE 30, 1999

b If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3 Has an extension of time to file been previously granted for this tax year? . . . . . ☐ Yes ☒ No

4 State in detail why you need the extension THE INFORMATION NECESSARY TO PREPARE COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 8069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits. See instructions. $ 0

b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit . . . . . $ 0

c Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. See instructions . . . . . $ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ CHIEF FINANCIAL OFFICER Date ▶ 11-2-99

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return the copy.

Notice to Applicant—To Be Completed by the IRS

☐ We HAVE approved your application. Please attach this form to your return.

☐ We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to your return.

☐ We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.

☐ We cannot consider your application because it was filed after the due date of the return for which an extension was requested.

☐ Other: _____

Director _____ By: _____ Date _____

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent.

Please Type or Print

Name

Number, street, and room or suite no. (or P.O. box no. if mail is not delivered to street address)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

For Paperwork Reduction Act Notice, see back of form. Cat. No. 11578R Form **2758** (Rev. 6-98)

000253

EXHIBIT 12

STUART E. FAGAN, State Bar No. 152732
3110 Camino Dd Rio South, Suite A203
San Diego, California 92108
Telephone: (619) 528-9600
Facsimile: (619) 528-9675

THOMAS MORE LAW CENTER, *Pro Hac Vice*
PATRICK T. GILLEN (MI Bar #P47456)
JOHN KINDLEY (WI Bar # 1034176)
3475 Plymouth Road, Suite 100
Ann Arbor, Michigan 48105
Telephone: (734) 827-2001
Facsimile: (734) 998-4778

Attorneys for Plaintiffs

SUPERIOR COURT OF THE
STATE OF CALIFORNIA
COUNTY OF SAN DIEGO, HALL OF JUSTICE

No. GIC 772552

[Filed August 15, 2001]

AGNES BERNARDO, PAMELA COLIP, and SAUNDRA DUFFY-HAWKINS, individually and on behalf of the GENERAL PUBLIC,	)
Plaintiffs,	)

v.)
)
PLANNED PARENTHOOD)
FEDERATION OF AMERICA and)
PLANNED PARENTHOOD OF SAN)
DIEGO AND RIVERSIDE COUNTIES,)
)
Defendants.)
)

COMPLAINT FOR INJUNCTIVE RELIEF

GENERAL CIVIL

COME NOW Plaintiffs, AGNES BERNARDO, PAMELA COLIP, and SAUNDRA DUFFY-HAWKINS, individually and on behalf of the GENERAL PUBLIC, and allege the following on information and belief:

I.

INTRODUCTION

1. Plaintiffs brings this action against Defendants to secure a judicial order that prohibits Defendants from making confusing, false, and misleading representations concerning the safety of abortion in general, the safety of abortion vis-a-vis child-birth, and the scientific evidence linking induced abortion and increased risk of breast cancer. Plaintiff brings this suit on behalf of the general public because breast cancer is the leading cause of death among middle-aged women in America and the women of the State of California have been, and will continue to be, harmed by Defendants' confusing, false, and misleading representations on these issues. This case is about science and a patient's right to know the risks of

a medical procedure. Plaintiff seeks the assistance of this Court in order to ensure that no woman receives anything less than truthful and accurate information about the safety of abortion in general, the safety of abortion vis-a-vis childbirth, and the effect of abortion in increasing the risk of breast cancer.

2. Plaintiff Agnes Bernardo is a resident of Chula Vista, California. Bernardo is a women who had an abortion and also has been treated for a non-malignant tumor. Bernardo remains concerned that she will develop breast cancer and believes that women should receive complete information about the studies linking induced abortion and breast cancer before they decide to have an abortion.

3. Plaintiff Pamela Colip is a resident of Loma Linda, California who has had an abortion and is deeply concerned with the abundance of scientific evidence showing that women who have had an induced abortion have a much greater risk of breast cancer. Colip believes that every woman deserves the respect to be fully informed about all of the consequences surrounding an abortion, including the increased risk of breast cancer.

4. Plaintiff Saundra Duffy-Hawkins is a resident of Sacramento, California, who is deeply concerned with cancer risk. Duffy-Hawkins's mother died of cancer. Duffy-Hawkins is predisposed to cancer and has already been treated for cancer twice. Duffy-Hawkins is deeply concerned that women receive information about cancer, including the medical studies showing that induced abortion causes an increased risk of breast cancer. Dully-Hawkins deeply believes that everyone deserves to be given complete, clear, and accurate information about cancer risks prior to making any health care decision.

5. Defendant Planned Parenthood Federation of America ("PPFA") is a corporation organized and existing under the laws of the State of New York. PPFA's national office is located at 810 Seventh Avenue, New York, New York 10019, with a California office located at 333 Broadway, 3rd floor, San Francisco, California 94133. PPFA has affiliated health centers throughout the United States and throughout California which perform abortions. According to PPFA's website, "[i]n 1998, Planned Parenthood provided 167,928 abortions nationwide." On information and belief, PPFA coordinates its activities with its affiliated health centers in California to facilitate the performance of abortions in California. On information and belief, such activities include providing information to the public about abortion for the benefit of itself and its affiliates, providing printed materials to affiliates for distribution to patients and other members of the public, providing telephone and other referrals for abortion services to affiliates, providing operational and procedural manuals for affiliates, providing training for affiliates and providing other forms of assistance to persons, organizations, and entities with which it is affiliated, including Defendant Planned Parenthood of San Diego and. Riverside Counties ("PPSDRC"). On information and belief, PPFA receives fees or other compensation or consideration in return for this assistance and for permission to use the "Planned Parenthood" name. On information and belief, PPFA affiliates must abide by policies established by PPFA for providing abortions, including policies governing statements made to women considering abortion and the general public, information about the safety and risks of abortion and childbirth as well as the link between induced abortion and breast cancer. On information and belief, PPFA calculates its actions with respect to the provision of abortions in California for the purpose of benefitting its affiliates in California including, but not limited to, advertising about abortion in

general as well as statements and information concerning the safety of abortion and the scientific and medical literature concerning the link between induced abortion and breast cancer. On information and belief, affiliates of PPFA, including PPSDRC, are agents of PPFA for the purpose of performing abortions and other abortion-related services. On information and belief, PPFA conducts business in California out of its San Francisco offices including the employment of individuals to conduct its business, contracting for goods and services, and the provision of abortion and abortion-related services. On information and belief, in these and other ways as yet unknown to Plaintiff, PPFA has purposefully directed its activities into California and availed itself of the laws of California such that this Court has jurisdiction over Defendants pursuant to Cal. Cir. Proc. §410.10.

6. Defendant Planned Parenthood of San Diego & Riverside Counties ("PPSDRC") is a California affiliate of PPFA, and a corporation organized and existing under the laws of the State of California. PPSDRC maintains approximately 16 health clinics in San Diego and Riverside Counties. On information and belief, many or all of these clinics perform abortions. PPSDRC's headquarters is located at 1075 Camino del Rio South, Suite 200, San Diego, CA 92108. PPSDRC employs physicians and other clinic personnel as its agents for the purpose of, inter alia, performing abortions. On information and belief, PPSDRC does business in California in general and San Diego and Riverside Counties in particular, including advertising and providing abortions and abortion-related services.

7. PPFA and PPSDRC direct their advertising activities toward people in San Diego and Riverside Counties and provide abortions and abortion-related services to residents of San Diego and Riverside Counties.

II.

GENERAL ALLEGATIONS

8. PPFA operates an Internet website located at www.plannedparenthood.org. This website is accessible to the public at every Interact connected computer terminal in California.

9. One of the purposes of PPFA's website is to facilitate the provision of abortion services. By clicking the "Sexual Health" page from the home page, followed by the "Abortion" page, followed by the "Surgical Abortion Questions and Answers" page, a visitor can then select the question "Where can I get a surgical abortion?", which takes the visitor to a page that answers "Contact Planned Parenthood at 1-800-230-PLAN ...." Alternatively, by clicking the "Local Health Centers" page from the home page, followed by "California," a visitor arrives at a page listing links to California affiliates of PPFA, including PPSDRC. On information and belief, these affiliates provide abortions. At the bottom of this page is the following message: "For medical questions, or to schedule an appointment with the nearest Planned Parenthood center, call toll-free 1-800-230-PLAN."

10. On the "Surgical Abortion – Questions and Answers" page, a visitor may also select the question "What are the health risks of abortion?", which takes the visitor to a page which begins by answering "In the first 20 weeks, abortion is much safer than giving birth," and finishes by explaining "Death occurs in 1 of 100,000 abortions. Childbirth carries seven times more risk."

11. On the "Abortion" page, a visitor may select a "fact sheet" titled "Medical and Social Health Benefits Since Abortion Was Made Legal in the U.S." This "fact sheet" states in part: "Today, abortion is one of the most commonly performed clinical procedures, and the current death rate from abortion at all stages of gestation is 0.6 per 100,000 procedures. This is eleven times safer than carrying a pregnancy to term and nearly twice as safe as a penicillin injection." The "fact sheet" uses the phrase "safe, legal abortion" at least five times.

12. PPSDRC operates an Interact website located at www.planned.org. This website is accessible to the public at every Internet connected computer terminal in California, either directly or by clicking on the link from PPFA's website described in ¶8, supra.

13. By clicking the "e-Clinic" page from PPSDRC's home page, followed by the "Abortion Info" page, followed by the "Commonly Asked Questions" page, a visitor can select the question "Is abortion safe?", which takes the visitor to a page which answers "Yes. Today, abortion is about twice as safe as having your tonsils out and is safer than childbirth. In fact, abortion is 11 times safer than giving birth up to the 18th week of pregnancy. However, the risk of rare, serious complications or death from abortion increases the longer a pregnancy goes on."

14. One of the purposes of PPSDRC's website is to facilitate the provision of abortion services. From the "e-Clinic" page a visitor can select the "Make an Appointment" page, which lists the names, addresses and phone numbers of 16 health clinics maintained by PPSDRC and which states "To make an appointment at any of our clinics, please call 1-800-230-PLAN." This is the same national toll-free number

listed on PPFA's website for making appointments. See supra at ¶ 9.

15. The statements made by PPFA and PPSDRC described herein have caused and contributed to a widespread public perception that abortion is safe, and that it is safer than childbirth.

16. The representations made by PPFA and PPSDRC concerning the safety of abortion in general and the safety of abortion vis-a-vis childbirth are untrue, confusing, and/or misleading for at least the following reasons, which are set forth in the Affidavit of Joel L. Brind, Ph.D., attached hereto as Exhibit No. 1:

a. Defendants' comparison between death rates due to induced abortion and childbirth is untrue and/or misleading because it does not take into account deaths caused by breast cancer due to induced abortion. The mortality rate associated with abortion, in order to be meaningful, must include deaths not only from immediate complications but also deaths that result from indirect complications, such as breast cancer caused by induced abortion; the American Medical Association and the Centers for Disease Control and Prevention define a woman's death as abortion-related if it "resulted from a direct complication of an abortion, an indirect complication caused by the chain of events initiated by the abortion, or the aggravation of a preexisting condition by the physiologic or psychologic effects of abortion regardless of how long it occurred after abortion." See American Medical Association, Council on Scientific Affairs. Induced Termination of Pregnancy Before and After Roe v. Wade: Trends in the mortality and morbidity of women. JAMA 1992; 268; 3231-9.

b. It has long been a matter of medical and scientific consensus that having a first full-term pregnancy before age 30 is protective against breast cancer, while aborting the pregnancy results in the loss of this protective effect. Research shows that even a one year delay of the first full-term pregnancy (such as the delay caused by the decision to have an induced abortion) results in an increased risk of death from breast cancer about ten (10) times greater than the death rate associated with childbirth, which has been estimated by the American Medical Association at 9.1 maternal deaths per 100,000 live births. If first childbirth is delayed by more than one year after the abortion, the risk of breast cancer (and therefore of death from breast cancer) is correspondingly greater.

c. Moreover, independently of the increased risk due to losing a first full-term pregnancy's protective effect described above, the worldwide research studies examining abortion's independent effect on breast cancer risk demonstrate an additional breast cancer risk increase associated with induced abortion, as explained below.

i. A 1996 comprehensive review and meta-analysis of published studies throughout the world which present specific data on induced abortion and the incidence of breast cancer calculated that the risk of breast cancer overall among those women who had an induced abortion was 30% higher than among women who had not had an induced abortion. This increased risk occurs independently of the increased risk caused by the delay of first full-term pregnancy due to a decision to abort. Since an average American woman's lifetime risk of breast cancer is between ten and twelve percent, this 30% increase amounts in absolute terms to at least a 3% (or 3 in 100) excess risk of developing

breast cancer. Given that approximately 1 out of 4 women diagnosed with breast cancer die within five to ten years, this excess absolute risk of three percent means that 3 out of every 400 women (or 750 per 100,000) who have an induced abortion will die from breast cancer attributable to the induced abortion-a far higher death rate than the 9.1 maternal deaths per 100,000 associated with childbirth.

ii. The statistical association between induced abortion and increased risk of breast cancer has an explanation firmly based in biological knowledge, which explains how induced abortion is a cause of breast cancer. It is universally acknowledged that most known risk factors for breast cancer- such as early onset of menstrual cycles or late age at menopause - are attributable to some form of overexposure to the main type of female sex hormone, estrogen. It is also known that the highest levels of natural active estrogen ever to occur in a woman's body are during the first and second trimester of normal pregnancy. This surge of estrogen during pregnancy causes the cells of the breasts to proliferate, i.e., become more numerous. In approximately the last 8 weeks of a full-term pregnancy, other hormones cause these cells to differentiate into structured, milk-producing cells which are resistant to carcinogenic mutation. However, prior to this change, which permanently alters the structure of the breast, the cells are in an undifferentiated state that is vulnerable to carcinogenic mutation. An induced abortion, therefore, increases breast cancer risk in two independent ways: first, by abrogating the protective effect of a full-term pregnancy, and second, by doing so at a time when estrogen overexposure during the first two trimesters

has left the breasts with an abnormally high number of cells which are vulnerable to carcinogenic mutation.

d. These facts show that induced abortion causes an increased risk of breast cancer.

e. These facts show that the death rate from abortion is higher than the death rate from childbirth.

f. These facts show that induced abortion is not "safe," and is not "safer," "much safer," or "11" or "7 times safer" than childbirth.

g. These facts show that induced abortion is not about "twice as safe" as a penicillin injection or having your tonsils out.

h. Defendants' misleading statements and their failure to disclose these facts creates an untrue and/or misleading impression concerning the safety of abortion in general, the safety of abortion vis-a-vis childbirth and other medical procedures, and the scientific/medical literature showing the link between induced abortion and breast cancer.

17. On the "Abortion" page of PPFA's web site, a visitor may select a "fact sheet" titled "Anti-choice Claims About Abortion and Breast Cancer" (referred to hereinafter as "ABC-link fact sheet"). The discussion of scientific studies on the link between induced abortion and increased risk of breast cancer contained in the ABC-link fact sheet is a thoroughly biased, confusing, and misleading presentation of the issue. The presentation consistently omits any mention of the limitations, flaws, and/or criticisms of those five studies which the ABC-link fact sheet characterizes as evidence

against a link between induced abortion and breast cancer; in contrast, the presentation consistently notes limitations, flaws, and/or criticism for every one of the five studies that the ABC-link fact sheet characterizes as providing evidence for the link between induced abortion and breast cancer. This biased presentation creates the untrue and/or misleading impression that the preponderance of the scientific evidence supports the assertion that there is no link between induced abortion and increased risk of breast cancer, when in fact the overwhelming preponderance of the scientific evidence shows that induced abortion is a cause of breast cancer. Moreover, by selecting for discussion 5 studies characterized as disproving the ABC link and 5 studies characterized as proving the ABC link, the ABC-link fact sheet creates the untrue and/or misleading impression that there are as many studies finding evidence against the ABC link as studies finding evidence for the ABC link. In fact, 27 out of 36 studies published to date which present specific data on induced abortion and the incidence of breast cancer report on increase in the risk of breast cancer overall among women who have one or more induced abortions. In addition, the information provided in the ABC-link fact sheet is untrue, confusing, and/or misleading for at least the following reasons:

a. The ABC-link fact sheet states: "In the guise of an ostensible concern for women's health, these ideologues point to inconclusive, and at times flawed, studies for alleged evidence of a possible association, while ignoring or dismissing overwhelming evidence that induced abortion does not place women at greater risk of breast cancer." This statement in the ABC-link fact sheet's discussion is misleading for two reasons: First, it implies that "inconclusiveness" is a particular flaw of studies which show evidence of the ABC link, when in fact, all

epidemiological studies are inconclusive if considered in isolation and only become conclusive when considered in light of the overall findings of studies in the relevant literature. Second, the ABC-link fact sheet's characterization of the association between induced abortion and breast cancer as "possible" is misleading because the fact of an observed association - not a "possible" association - has been reported in most studies.

b. The ABC-link fact sheet states: "Adherents of this theory claim that interruption of the first trimester of a first pregnancy causes a cessation of cell differentiation that may result in a subsequent increase in the risk of cancerous growth in these tissues." This statement is misleading because it is generally accepted by the medical community, not just by "adherents of this theory," that such pregnancy interruption causes a cessation of cell differentiation.

c. The ABC-link fact sheet states: "Attempts to prove this theory, however, have failed." This statement is untrue and/or misleading because 17 independent studies throughout the world have substantiated the theory that induced abortion increases breast cancer risk by reporting positive associations that achieved statistical significance, including the only study yet published specifically commissioned by the National Cancer Institute to investigate the ABC link, the 1994 Daling study. Moreover, the only published controlled experiments designed to test the theory linking termination of pregnancy and breast cancer have confirmed the link between termination of pregnancy and breast cancer.

d. The ABC-link fact sheet states that the 1997 study by Melbye et al., which is a cohort study rather than a

case-control study, "benefitted from its size - 1.5 million women." The statement that the Melbye study "benefitted from its size - 1.5 million women" is therefore untrue and/or misleading because the ABC-link fact sheet notes small sample size as a limitation of many of the studies and repeatedly notes the size of a study or number of subjects throughout its presentation, creating the untrue and/or misleading impression that the strength of the case-control and cohort studies can be compared by a direct comparison of the numbers of subjects observed. In fact, the strengths of case-control and cohort studies are not directly comparable based on the number of subjects observed because cohort studies always require far greater numbers of subjects to achieve the same statistical power as case-control studies. The discussion of the 1989 cohort study by Harris, et al., is untrue and/or misleading for the same reason. In addition, the ABC-link fact sheet's focus on the size of the Melbye study is misleading because the size of the Melbye study was greatly exaggerated by its inclusion of many inappropriate subjects.

e. The ABC-link fact sheet states that the Melbye study avoided "one of the pitfalls observed in some case-control studies-that women with breast cancer were more likely to recall having had an induced abortion than women without breast cancer." This statement is untrue and/or misleading because in fact, only one study (not "some" studies) reported the observation of women with breast cancer being more likely to recall having an abortion than women without breast cancer. In this study, Lindefors-Harris, et al., (1991), in claiming such a significant effect, relied on the dubious notion of "overreporting," i.e., that women with breast cancer had reported abortions that had not actually taken place. Importantly, the research team which had advanced this

notion also retracted that notion of overreporting in a letter published in 1998. Defendants' statement is untrue and/or misleading because it implies that so-called "recall bias" is an observed truth, when in fact credible evidence of recall bias of the type that would produce an overestimation of the relative risk of abortion vis-a-vis breast cancer risk has never been published, and several published studies provide evidence that such recall bias does not occur in studies of the link between induced abortion and breast cancer. The ABC-link fact sheet's discussion of recall bias is also misleading (when considered in context) because immunity from recall bias is raised and treated as a strength of the 1997 Melbye and the 1989 Lindefors-Harris study, which reported no overall risk increase, while immunity from recall bias is not raised and treated as a strength of the 1989 Howe study, which found a positive association between induced abortion and breast cancer and employed a methodology that is not susceptible to recall bias.

f. The ABC-link fact sheet's presentation of the 1997 Melbye study states that the study "found no overall connection" between induced abortion and breast cancer and implies that the study disproves that induced abortion is a cause of breast cancer. This statement and related discussion are untrue, confusing, and/or misleading because they ignore the following ways in which the Melbye study clearly favors the view that estrogen overexposure due to induced abortion causes breast cancer over the view that so-called "recall bias" explains the association between induced abortion and breast cancer:

i. The study reported that "with each one week increase in the gestational age of the fetus... there was a 3 percent increase in the risk of breast cancer," so

that among women who had second-trimester abortions breast cancer risk was higher by more than a third while among women who had abortions after 18 weeks the risk was almost doubled.

ii. This trend of increasing risk with duration of pregnancy, which was itself statistically significant, is described in the Melbye study as in line with the hypothesis that breast cancer risk is increased by the prolonged estrogen exposure of early pregnancy not being followed by the protective hormonal milieu of late pregnancy, i.e., the longer the breasts are exposed to the estrogen surge of pregnancy, the greater the expected risk increase.

iii. Because of this study's cohort design, neither the trend of increasing risk with gestational age of the fetus at time of abortion nor the increased risk among women who had second-trimester abortions found by the Melbye study can possibly be explained by recall bias.

g. The ABC-link fact sheet's characterization of the 1997 Melbye study as one of the strongest available is untrue and/or misleading as to the strength of the Melbye study, given the following defects and limitations of the study:

i. The 1997 Melbye study misclassified about 60,000 women who had had abortions as not having had abortions, and therefore its null overall finding likely resulted from a substantial underestimation of the actual overall relative risk.

ii. The 1997 Melbye study was limited by failing to control for all confounding factors and by a limited follow-up period for part of the cohort.

iii. The 1997 Melbye study commenced its registry of breast cancer cases in 1968, five years before the inception of the abortion registry, violating a fundamental role of epidemiological research procedure (exposure must always precede outcome), and necessarily producing an underestimation of the relative risk.

h. The ABC-link fact sheet cites the 1989 Lindefors Harris study on Swedish women as evidence against a link between abortion and breast cancer but notes none of the limitations and/or flaws of the study. The ABC-link fact sheet's characterization of this study as one of the strongest available is untrue and/or misleading as to the strength of the study because the study estimated (rather than directly counted) the number of women in the cohort, was inexplicably and unjustifiably restricted to those women whose abortion occurred before age 30, had a short follow-up period, assumed that all women in the cohort were alive and living in Sweden at the end of follow-up, and did not adjust for parity and other potential confounders.

i. The ABC-link fact sheet states: "Studies Published During the Past 20 Years Offer Mixed Results." This characterization of the results as "mixed" and related discussion are untrue, confusing, and/or misleading because they include studies which failed to distinguish between induced and spontaneous abortion, even while acknowledging that induced and spontaneous abortions affect a woman's body differently. In this regard, the

ABC-link fact sheet is also misleading when it presents the findings of the 1986 Hadjimichael study, which deals only with spontaneous abortions, as if that study were relevant to the increased risk of breast cancer caused by induced abortions. It is generally accepted that induced and spontaneous abortions must be studied separately in order to isolate the effects of induced abortion on breast cancer. By including these irrelevant studies, the ABC-link fact sheet obscures the fact that the overwhelming preponderance of the scientific evidence contained in relevant studies shows that induced abortion is a cause of breast cancer.

j. The ABC-link fact sheet states that before the 1997 Melbye study, "the body of published research showed inconsistent and inconclusive evidence – some found abortion to have a protective effect, others found a slightly elevated risk." This statement is untrue and/or misleading because in fact seven pre-1997 studies found a more than twofold overall elevated risk of breast cancer from induced abortion, which cannot be accurately characterized as a "slightly elevated risk."

k. The ABC-link fact sheet states that the 1996 Brind review and meta-analysis "calculated that induced abortion places women at a slightly increased risk for developing breast cancer." This statement is untrue and/or misleading because in fact the meta-analysis reported an overall risk increase of thirty percent, which is not- and was never characterized by Brind, et al., as - a slight risk increase. In fact, Dr. Stuart Donnan, the editor-in-chief of the journal which published the meta-analysis, noted that the association documented in the meta-analysis "adds up to a large absolute increase in risk with a very high prevalence of the underlying factor."

l. The ABC-link fact sheet states that the 1994 Daling study "was susceptible to reporting bias, since a breast cancer diagnosis may influence a woman's recall or disclosure of her reproductive history." This statement is untrue and/or misleading because it fails to explain that the study explicitly tested for reporting (or recall) bias and found none.

m. The ABC-link fact sheet states that the authors of the 1994 Daling study "reported that the study's limitations 'argue against a firm conclusion at this time' and called for further research." This statement is untrue, confusing, and/or misleading because the phrase it selects for quotation (from the Daling study) is taken out of context. The phrase selected for quotation referred only to a particular subgroup of the study (i.e. those women with a history of abortion and a family history of breast cancer). The authors-in characterizing their overall results-concluded to the contrary, as follows: "Our data support the hypothesis that an induced abortion earl adversely influence a woman's subsequent risk of breast cancer." Therefore, the ABC-link fact sheet is untrue and/or misleading because it misrepresents the conclusion of the study.

n. The ABC-link fact sheet states that a family history of breast cancer is associated with increased breast cancer risk, but does not mention the studies indicating a synergism between family history and induced abortion. This discussion is misleading because any discussion on induced abortion as a risk factor for breast cancer which mentions family history as a risk factor must, in order to accurately treat the role of family history as a risk factor, include those studies finding a synergism between a family history of breast cancer and induced abortion. These

studies find a significant increase in the risk of breast cancer in women who have both a family history of breast cancer and an induced abortion.

o. The ABC-link fact sheet characterizes dietary fat as a risk factor for breast cancer. The characterization of dietary fat as a risk factor, especially when coupled with the representation that induced abortion is not a risk factor, is untrue, confusing, and/or misleading because the evidence linking induced abortion with increased risk of breast cancer is much stronger than the evidence linking dietary fat with increased risk of breast cancer.

p. The ABC-link fact sheet states that "[t]he link between induced abortion and breast cancer is a theory whose principal promoters oppose abortion regardless of its safety." This statement is untrue and/or misleading because it implies that only those who oppose abortion acknowledge the credibility of the link between induced abortion and breast cancer. On the contrary, many of the scientists who conducted the studies finding a link between induced abortion and breast cancer do not oppose abortion.

q. The ABC-link fact sheet concludes: "The Planned Parenthood Position is That Abortion Poses no Demonstrated Health Risks Because the research community has not reached a consensus on breast cancer and abortion, Planned Parenthood advises women who are considering terminating a pregnancy that there is no currently demonstrated health risk from abortion that would warrant basing a decision on that factor alone." On information and belief, the explicit positions and policy embodied in these statements set and fairly represent the policy and practice for all PPFA affiliates, including

PPSDRC and PPFA's other California affiliates. These statements are untrue, confusing, and/or misleading because breast cancer is indeed a demonstrated health risk of induced abortion.

r. By Clicking the "Sexual Health" page from PPFA's home page, followed by the "Abortion" page, followed by the "Choosing Abortion-Questions and Answers" page, a visitor can then select the question "Does abortion cause breast cancer?", which takes the visitor to a page that answers "No. But abortion does not offer the same protection against breast cancer as a full term pregnancy." This statement is untrue and/or misleading because it is self-contradictory; on the one hand, the statement represents that induced abortion does not cause breast cancer; on the other hand, it acknowledges that induced abortion is a cause of breast cancer insofar as it removes the protection against breast cancer to be gained by completing the pregnancy already in progress. See ¶ 6b, supra. Moreover, this unqualified statement that abortion does not cause breast cancer is untrue, confusing, and/or misleading because the overwhelming preponderance of the scientific evidence indicates that induced abortion does increase the risk of breast cancer, independently of the loss of the protective effect. See ¶ 6c supra.

s. By clicking the "e-Clinic" page from PPSDRC's home page, followed by "Abortion Info" page, followed by the "Commonly Asked Questions" page, a visitor can select the question "What about future pregnancies?", which takes the visitor to a page which contains the following statement: "Does abortion cause breast cancer? No, but abortion does not offer the protection against breast cancer that having several pregnancies does." This statement is untrue, confusing, and/or misleading because

it is self-contradictory; on the one hand, the statement represents that induced abortion does not cause breast cancer; on the other hand, it acknowledges that induced abortion is a cause of breast cancer insofar as it removes the protection against breast cancer to be gained by completing the pregnancy already in progress. See ¶16b, supra. Moreover, this unqualified statement that abortion does not cause breast cancer is untrue, confusing, and/or misleading because the overwhelming preponderance of the scientific evidence indicates that induced abortion is a cause of breast cancer independently of the loss of the protective effect. See ¶16c, supra. It is also untrue and/or misleading to state that abortion does not offer the protection against breast cancer that having "several" full-term pregnancies does, because it is universally acknowledged that the most important element of the protective effect of full term pregnancy is the age at which the woman has her first full term pregnancy, not the number of pregnancies. The PPSDRC website is also untrue, confusing, and/or misleading because it indicates that abortion is safe and fails to provide women inquiring about abortion and abortion-related services with truthful and accurate information relating to the medical/scientific literature showing the link between induced abortion and breast cancer.

18. On information and belief, clinic personnel at PPFA affiliates, including PPSDRC and PPFA's other California affiliates, make statements that are similar to those made on PPFA's and PPSDRC's websites and described herein, supra, concerning the safety and risks of abortion and childbirth to women considering abortion who telephone or physically visit the affiliates.

19. The statements described supra are made by PPFA and PPSDRC with intent directly or indirectly to provide abortions and abortion-related services.

20. The statements described supra are likely to confuse and mislead reasonable members of the public as to the safety of abortion, the safety of abortion vis-a-vis childbirth, and the medical/scientific studies showing the link between induced abortion and increased risk of breast cancer.

III.

FIRST CAUSE OF ACTION

(Against Planned Parenthood Federation of America and Planned Parenthood of San Diego and Riverside Counties)
(Violations of Business and Professions Code Section 17200)

21. Plaintiffs reallege and incorporate herein by reference paragraphs 1 through 20 of their Complaint.

22. Defendants' acts and practices violate Section 17200 of California's Business and Professions Code because Defendants' statements are unfair, incomplete, confusing, and misleading and cause women to make critical health care decisions without full, clear, complete, and accurate information about the safety of abortion, the safety of abortion vis-a-vis childbirth, and the scientific/medical literature showing the link between induced abortion and breast cancer.

23. The unlawful, unfair, confusing, and misleading statements/advertisements of the Defendants are a direct and proximate cause of an ongoing harm to members of the public

who are being offered a procedure that has critical consequences for their health based on information that is confusing, incomplete, and misleading with respect to the safety of the procedure, its consequences for their health, and the need for ongoing medical monitoring and care that is caused by the procedure.

SECOND CAUSE OF ACTION

(Against Planned Parenthood Federation of America and Planned Parenthood of San Diego and Riverside Counties)
(Violations of Business and Professions Code Section 17500)

24. Plaintiffs reallege and incorporate herein by reference paragraphs 1 through 23 of their Complaint.

25. By making the statements alleged herein, Defendants PPFA and PPSDRC, with intent to perform services, have disseminated before the public statements concerning those services which are untrue and/or misleading, and which are known, or which by the exercise of reasonable care should be known, to be untrue and/or misleading, thereby committing acts of untrue and/or misleading advertising and violating Business and Professions Code section 17500.

26. The unlawful, untrue, unfair, confusing, and/or misleading statements/advertisements of the Defendants are a direct and proximate cause of an ongoing harm to members of the public who are offered a procedure that has critical consequences for their health based on information that is confusing, incomplete, and misleading with respect to the safety of the procedure, its consequences for their health, and

the need for ongoing medical monitoring and care that is caused by the procedure.

IV.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for relief as follows:

1. Plaintiffs request that the Court issue an injunction restraining Defendants PPFA, PPSDRC, and their agents from making the untrue and/or misleading statements described herein including, but not limited to, the statements that abortion is safe and/or that it is safer than childbirth;

2. Plaintiffs request that the Court issue an injunction restraining PPFA, PPSDRC, and their agents from performing abortions and abortion-related services unless they first provide the following information prior to scheduling, and/or accepting any payment for, abortions or abortion-related services to be rendered in California:

> A large body of published medical research implicates induced abortion as a cause of breast cancer in two ways.
>
> First, abortion does not offer the protection against breast cancer provided by a first full-term pregnancy before age 30. Therefore, having an abortion results in a higher risk of getting breast cancer later in life than carrying the pregnancy to term for women under age 30 who have not yet had a full-term pregnancy.
>
> Second, having an abortion increases a women's risk of breast cancer even more than the risk is increased

by delaying a first full-term pregnancy. Evidence of this additional increased breast cancer risk has been observed in most epidemiological studies in American women. There is also evidence of an even larger increase in breast cancer risk among women who have an induced abortion while a teenager, and among women who have both a family history of breast cancer and an induced abortion.

For more information about breast cancer please contact your physician;

3. Plaintiffs request that the Court issue an injunction requiring Defendants to provide all of their patients who received an induced abortion in California with a notice of the increased risk of cancer described herein so that these patients are aware of their increased risk and can seek appropriate medical monitoring and treatment. The notice should read as follows:

Our records show that you received an abortion at our clinic. We are sending you this notice to inform you that a large body of published medical research implicates induced abortion as a cause of breast cancer in two ways.

First, abortion does not offer the protection against breast cancer provided by a first full-term pregnancy before age 30. Therefore, having an abortion results in a higher risk of getting breast cancer later in life than carrying the pregnancy to term for women under age 30 who have not yet had a full-term pregnancy.

Second, having an abortion increases a women's risk of breast cancer even more than the risk is increased by delaying a first full-term pregnancy. Evidence of

this additional increased breast cancer risk has been observed in most epidemiological studies in American women. As of June 2001, 17 independent studies in the worldwide literature have substantiated the theory that induced abortion increases breast cancer risk by reporting positive associations with statistical significance, a technical term meaning at least 95% certainty that the association between induced abortion and increased risk of breast cancer is not due to chance. There is also evidence of an even larger increase in breast cancer risk among women who have an induced abortion while a teenager, and among women who have both a family history of breast cancer and an induced abortion.

If you have had an abortion you should be aware of this increased risk of breast cancer and seek appropriate medical screening and care. For more information about these studies addressing the link between induced abortion and breast cancer please contact your physician;

4. Costs and fees as allowed by law; and

5. Such other and further relief as the Court may deem appropriate.

Dated: August 14, 2001

By: /s/ _____

Stuart E. Fagan
Attorneys for Plaintiffs
Agnes Bernardo, Pamela Colip, and
Sandra Duffy-Hawkins

EXHIBIT 13

STUART E. FAGAN, State Bar No. 152732
3110 Camino Del Rio South, Suite A203
San Diego, California 92108
Telephone: (619) 528-9600
Facsimile: (619) 528-9675

THOMAS MORE LAW CENTER, *Pro Hac Vice*
PATRICK T. GILLEN (MI Bar #P47456)
JOHN KINDLEY (WI Bar # 1034176)
3475 Plymouth Road, Suite 100
Ann Arbor, Michigan 48105
Telephone: (734)827-2001
Facsimile: (734) 998-4778

Attorneys for Plaintiffs

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN DIEGO, HALL OF JUSTICE

[Dated August 14, 2001]

AGNES BERNARDO, PAMELA COLIP, and SAUNDRA DUFFY-HAWKINS, individually and on behalf of the GENERAL PUBLIC, Plaintiffs,	)
v.	)

PLANNED PARENTHOOD)
FEDERATION OF AMERICA and)
PLANNED PARENTHOOD OF SAN)
DIEGO AND RIVERSIDE COUNTIES,)
)
Defendants.)
_____)

STATE OF NEW YORK)
) ss
COUNTY _____)

AFFIDAVIT OF JOEL L. BRIND, PH.D.

GENERAL CIVIL

JOEL L. BRIND, PH.D., deposes and says the following:

1. I am a Professor of Biology, with specialization in Human Biology and Endocrinology, in the Department of Natural Sciences of Baruch College of the City University of New York, where I have taught full time since 1986. I have also held adjunct positions in the Department of Obstetrics, Gynecology and Reproductive Medicine of Mount Sinai School of Medicine, and in the Department of Medicine, Division of Endocrinology and Metabolism of Beth Israel Hospital in New York City. I am also self-employed part time as a medical consultant. I am a member in good standing of the Endocrine Society, and wasa member of the Editorial Board of the professional journal Steroids from 1993 to 1999.

2. I received a B.S. in Biology from Yale College, New Haven, CT in 1971, a M.S. in Biology from the Graduate School of Arts and Sciences of New York University in 1977, and from the same school, a Ph.D. in Basic Medical Sciences

(major field - Biochemistry, minor fields - Physiology and Immunology) in 1981.

3. Between 1972 and 19861 was employed full-time as a laboratory researcher, my specialty being the measurement of reproductive hormones and their metabolites, particularly as they relate to aging and diseases, including breast cancer. I have participated as a co-author in several epidemiological studies.

4. Since 1992 my research has focused on the link between induced abortion and breast cancer. In 1996, with co-authors from the Pennsylvania State College of Medicine in Hershey, PA, I published a paper entitled: "Induced abortion as an independent risk factor for breast cancer: a comprehensive review and meta-analysis," in the British Medical Association's *Journal of Epidemiology and Community Health (JECH:* Brind *et al.,* 1996). A digest of this paper was also published in *Family Planning Perspectives* in 1997. The following issue of the *JECH* contained an editorial (Donnan, 1996) about our review and meta-analysis. Specifically, Dr. Donnan noted that the association we documented (30% increased risk) "adds up to a large absolute increase in risk with a very high prevalence of the underlying factor." Dr. Donnan also underscored the need for women to be made aware of the abortion-breast cancer link, calling .for those who are "pro-choice" to be also "pro-information". Most recently, our 1996 review and meta-analysis was validated by the Royal College of Obstetricians and Gynaecologists (UK) in its March, 2000 "Guideline" on "The Care of Women Requesting Induced Abortion." Specifically, the Guideline noted: "The Brind paper had no major methodological shortcomings and could not be disregarded." I have also published numerous articles on this subject in the lay press, as well as many letters in peer-reviewed medical

journals including the *New England Journal of Medicine,* (Brind and Chinchilli, 1997), The *Lancet* (Brind and Chinchilli, 1999), and the *Journal of the National Cancer Institute (Brind et al.,* 1997). From 1997 to 2001 I edited and published the *Abortion-Breast Cancer Quarterly Update,* a publication for doctors and other health professionals. I have also given credit-bearing lectures at various medical centers and conferences for medical associations and associations of allied health professionals, on the topic of the link between induced abortion and breast cancer, most recently this past May in the Department of Obstetrics and Gynecology at the Robert Wood Johnson medical center of the University of Medicine and Dentistry of New Jersey.

5. I have previously served as an expert witness concerning the link between induced abortion and breast cancer, most recently on behalf of the State of Florida in defense of its parental notification statute in 1997. I submit this affidavit in support of the Plaintiffs herein. The opinions I express herein are based on my personal knowledge and expertise, and study of the relevant peer-reviewed medical literature.

Biological Basis of the Abortion - Breast Cancer (ABC) Link

6. As with any exposure which is deemed to be a risk factor for a given disease, it is crucial that biological evidence corroborate the statistical associations determined by epidemiological studies. Otherwise, it is possible that even a consistent and reproducible finding may be due to some form of bias or to one or more "confounding variables." However, in the case of induced abortion and breast cancer, the connection has a sound basis in biological knowledge:

a. **Experiments in laboratory animals:** A study by Russo and Russo (1980) is widely – if not universally – regarded as definitive. In a controlled experimental setting, several pregnancy-related variables were compared to investigate their effect on the development of breast cancer in rats exposed to a standard dose of a known chemical carcinogen. Thus, in a group of 15 virgin rats, 10 developed breast cancer after exposure to the carcinogen, whereas all nine rats avoided breast cancer who were allowed to get pregnant and bear a litter of pups at a young age. In marked contrast, among rats allowed to get pregnant but whose pregnancies were surgically aborted, 7 of 9 developed breast cancer. This trend of animals with aborted pregnancies having not lower, but even higher rates of breast cancer than animals with no pregnancies at all, was completely consistent with the epidemiological findings of MacMahon *et al.* (1970), but in a controlled experimental setting.

b. **Examination of age- and pregnancy-related changes in rat and human breast tissue:** Russo and Russo (1980) also microscopically examined the breast tissue of the different groups of rats, and were able to correlate the development of breast cancer with the failure of breast tissue to differentiate into mature, milk-producing structures in the absence of a full-term pregnancy. It is undisputed that more undifferentiated, growing tissues are more vulnerable to the effects of carcinogens, compared to differentiated cells, whose growth potential (and hence, cancer potential) has been switched off. The same group of researchers validated their microscopic findings on the breast tissue of rats with a subsequent study of normal human breast tissue obtained from mammoplasty specimens (Russo *et al;* 1992).

c. **Knowledge of hormonal factors and breast cancer:** It is universally acknowledged that most known risk factors for breast cancer are attributable to some form of overexposure to the main type of female sex hormone, estrogen. It has been known for many years that estrogens – both natural and synthetic – are strong growth promoters of both normal and malignant breast tissue.

d. **Knowledge of hormonal changes in a woman's body during pregnancy:** It is known that the highest levels of natural active estrogen ever to occur in a woman's body are during the first and second trimester of normal pregnancy. Increased ovarian production of estrogen is measurable within a few days after conception (Stewart *et al.*, 1993), and rises by 2000% by the end of the first trimester (Kunz and Keller, 1976; and Witt *et al.*, 1990), by which time it is 600% to 700% higher than it ever gets – even at the preovulatory peak – in the non-pregnant state.

e. **Hormonal differences between normal pregnancies and pregnancies which abort spontaneously (i.e., miscarry):** It has been long established (Ktmz and Keller, 1976;Witt *et al.*,1990) that most pregnancies which abort spontaneously are characterized by subnormal estrogen production by the ovaries, such that the estrogen level in the mother's blood usually never even reaches peak non-pregnant levels. This is matched by the consistent epidemiological finding of no significantly increased risk attributable to spontaneous abortions.

Epidemiological Evidence of the Abortion - Breast Cancer (ABC) Link

7. One way that abortion raises the risk of breast cancer in young women (i.e., under age 30) who have not yet had a full term pregnancy, is by postponing (in some cases forever) the age at which her first full term pregnancy occurs. This may also be described as induced abortion's effect in abrogating the protective effect (against breast cancer) a young woman's first full-term pregnancy would otherwise have were she not to abort. It is important to note that this risk-increasing effect of abortion is universally accepted in the medical and medical research communities, having been demonstrated in many (though not all) studies over the last three plus decades. The study generally regarded as the definitive, landmark study was conducted by the World Health Organization in seven different study centers around the world (including the US), and published in 1970 (MacMahon *et al,* 1970). In addition, although these authors did not obtain specific data on induced abortions, they noted – in 4 of the 7 study centers – that the breast cancer data "were in the direction which suggested increased risk associated with abortion - contrary to the reduction in risk associated with full-term births." In other words, they observed that, while full-term pregnancies lower breast cancer risk, interrupted pregnancies, instead of lowering risk by a lesser degree, go the other way and raise the risk of subsequent breast cancer.

8. Induced Abortion as an Independent Risk Factor for Breast Cancer

The effect of induced abortion in raising the risk of breast cancer beyond the risk increase attributable to its effect in delaying the first full-term pregnancy is attributable to the extremely high exposure of the breast tissue to ovarian

estrogen during the first two trimesters of pregnancy. The medical literature has documented this independent effect since at least 1957. To date a total of 36 independent studies (some appear in more than one published report)have been published worldwide which present specific data on induced abortion and the incidence of breast cancer. Seventeen of the 36 studies report a statistically significant (i.e., greater than 95% certainty that the finding is not due to chance) increase in the risk of breast cancer overall among women who have one or more induced abortions (Segi *et al.*,1957; Nishiyama, 1982; Le *et al.*, 1984; Rosenberg *et al.*, 1988; Howe *et al.*, 1989; Laing *et at.*;1993; Laing *et al.*,1994; Daling *et al.*, 1994; Lipworth *et al.*, 1995; Luporsi, 1995; Rohan *et al.*,1995; Bu *et al.*,1995; Rookus and van Leeuwen,1996; Newcomb *et al.*,1996; Daling *et* al.,1996; Talamini *et al.*,1996; and Palmer *et al.*, 1996). Ten of the 36 studies report a risk increase which does not achieve statistical significance (Watanabe and Hirayama,1968; Dvoirin and Medvedev,1978; Pike *et al.*,1981; Brinton *et al.*, 1983; Hirohata *et al.*, 1985; Ewertz and Dully,1988; Andrieu *et al.*, 1994; Wu *et al.*,1996, Marcus *et al.*, 1999, and Lazovich *et al.*, 2000). Three of the 36 studies report no tendency for increased or decreased risk (Moseson *et* al.,1993; Melbye *et al.*, 1997; and Sanderson *et al.*, 2000). Three of the studies report a decrease in risk which does not achieve statistical significance (La Vecchia *et al.*, 1993; Harris *et al.*,1989/Adami *et al.*, 1990; and Newcomb and Mandelson, 2000). Three of the studies report a statistically significant decrease in risk. One is Burany (1979), and the most recent is Goldacre *et al.* (2001). The third, Zaridze *et al.* (1988), is reported only as part of a meta-analysis (Andrieu *et al.*, 1995), and is described as a study in progress which is unpublished. It should be noted that no accepted risk factor for breast cancer – even if universally acknowledged – is universally observed. When the data for all 36 studies are

compiled, using either a weighted or unweighted average, a highly significant risk increase of 30% is found.

9. In studies on American women (including women of African, Asian and European ancestry), the effect of induced abortion on the risk of future breast cancer is even more clear-cut. Out of a total of 15 studies, 8 show a statistically significant overall increased risk (Rosenberg *et al.*,1988; Howe *et al.*,1989; Laing *et al.*,1993; Laing *et al.*, 1994; Daling *et al.*,1994; Newcomb *et al,* 1996; Daling *et al.*, 1996; and Palmer *et al.*,1996). Five of the studies show an overall risk increase which does not achieve statistical significance (Pike *et al*,1981; Brinton *et al.*,1983; Wu *et al.*, 1996; Marcus *et al.*, 1999, and Lazovich *et al.*, 2000). Only one study – Moseson *et al.* (1993) shows no tendency for increased or decreased risk, and one (Newcomb and Mandelson, 2000) shows a decreased risk which does not achieve statistical significance. When the data from all 15 American studies are compiled, a highly significant, average 30% overall risk increase for one or more induced abortions is found.

10. In addition to the overall, relatively low magnitude association observed between induced abortion and breast cancer, some studies have documented much stronger associations in particular subgroups of women. In particular, in the only study yet published which was specifically commissioned by the National Cancer Institute to investigate the ABC link, Daling *et al.* observed relative risks greater than 2.0 for women who had had an abortion before age 18 or over age 30. Daling *et al.* (1994) also noted that these higher risks correlated with age-related changes in human breast tissue as reported by Russo *et al.* (1992). In addition, Daling *et al.* found that among women with any family history of breast cancer, the risk of breast cancer was 80% (as opposed

to 50% for women in general) greater for women who'd had an abortion. Most striking was their finding of an interaction of the variables of age, family history and abortion. They reported that all 12 subjects who'd had an abortion before age 18 and who also had a family history of breast cancer ended up in the cancer group (i.e., none were found among cancer-free control subjects). Thus, the relative risk was incalculably high. The synergy between abortion and family history was also reported by Andrieu *et al,* (1995) in their review of data from five different studies.

Defendant's Statements

11. The comparison between death rates due to induced abortion and childbirth in Defendants' statements described in Paragraphs 10, 11, and 13 of the Complaint is untrue and/or misleading because it does not take account of deaths caused by breast cancer due to induced abortion. The mortality rate associated with abortion, in order to be meaningful, must include deaths not only from immediate complications but also deaths that result from indirect complications, such as breast cancer caused by induced abortion. According to the American Medical Association and the Centers for Disease Control and prevention, a woman's death is abortion-related if it "resulted from a direct complication of an abortion, an indirect complication caused by the chain of events initiated by the abortion, or the aggravation of a preexisting condition by the physiologic or psychologic effects of abortion regardless of how long it occurred after abortion." *See* American Medical Association, Council on Scientific Affairs. Induced termination of pregnancy before and after Roe v. Wade" Trends in the mortality and morbidity of women. JAMA 1992; 268:3231-9.

12. As discussed herein in my 1996 "comprehensive review and meta-analysis" of the relevant worldwide studies then published calculated that the risk of breast cancer among those women who had experienced an induced abortion was 30% higher than among women who had not, independently of the effect due to abortion's delay of first full-term pregnancy. Since an average American woman's lifetime risk of breast cancer is between ten and twelve percent, this 30% increase amounts in absolute terms to at least a three percent, or 3 in 100, excess risk of developing breast cancer. Given that approximately 1 out of 4 women diagnosed with breast cancer die within five to ten years, this excess absolute risk of three percent means that 3 out of every 400 (or 750 per 100,000) women who have an induced abortion will die from breast cancer attributable to the abortion- a far higher death rate than the 9.1 maternal deaths per 100,000 associated with childbirth.

13. Moreover, as discussed herein, having a first full-term pregnancy before age 30 is protective against breast cancer, while aborting the pregnancy results in the loss of this protective effect. Research shows that even a one year delay of the first full-term pregnancy including through abortion) results in an increased risk of death from breast cancer about ten (10) times greater than the death rate associated with childbirth, which has been estimated by the American Medical Association at 9.1 maternal deaths per 100,000 live births. If first childbirth is delayed by more than one year after the abortion, the risk of breast cancer (and therefore of death from breast cancer) is correspondingly greater.

14. These facts show that, contrary to Defendant's statements as described in the Complaint, the death rate from induced abortion is higher than the death rate from childbirth.

15. These facts show that, contrary to Defendant's statements as described in the Complaint, induced abortion is not "safe," and is not "safer," "much safer," or "11 " or "7 times safer" than childbirth.

16. The ppfa fact sheet titled "anti-choice claims about abortion and breast cancer" [hereinafter, "abc-link fact sheet"], referenced in the complaint, is a thoroughly biased and misleading presentation of the scientific literature on this subject. The presentation consistently omits any mention of the limitations, flaws, and/or criticisms of those five studies which the ABC-link fact sheet characterizes as evidence against a link between induced abortion and breast cancer; in contrast, the presentation consistently notes limitations, flaws, and/or criticism for every one of the five studies that the ABC-link fact sheet characterizes as providing evidence for the link between induced abortion and breast cancer. This biased presentation creates the untrue and/or misleading impression that the preponderance of the scientific evidence supports the assertion that there is no link between induced abortion and increased risk of breast cancer, when in fact the overwhelming preponderance of the scientific evidence shows that induced abortion is a cause of breast cancer. Moreover, by selecting for discussion 5 studies characterized as disproving the ABC link and 5 studies characterized as proving the ABC link, the ABC-link fact sheet creates the untrue and/or misleading impression that there are as many studies finding evidence against the ABC link as studies finding evidence for the ABC link. In fact, 27 out of the 36 studies published to date which present specific data on induced abortion and the incidence of breast cancer report an increase in the risk of breast cancer overall among women who have one or more induced abortions.

17. The ABC-link fact sheet states: "In the guise of an ostensible concern for women's health, these ideologues point to inconclusive, and at times flawed, studies for alleged evidence of a possible association, while ignoring or dismissing overwhelming evidence that induced abortion does not place women at greater risk of breast cancer." This statement in the ABC-link fact sheet's discussion is misleading for two reasons: First, it implies that "inconclusiveness" is a particular flaw of studies which show evidence of the ABC link, when in fact, all epidemiological studies are inconclusive if considered in isolation and only become conclusive when considered in light of the overall findings of studies in the relevant literature. Second, the ABC-link fact sheet's characterization of the association between induced abortion and breast cancer as "possible" is misleading because the fact of an observed association - not a "possible" association- has been reported in most studies.

18. The ABC-link fact sheet states: "Adherents of this theory claim that interruption of the first trimester of a first pregnancy causes a cessation of cell differentiation that may result in a subsequent increase in the risk of cancerous growth in these tissues." This statement is misleading because it is generally accepted by the medical community, not just by "adherents of this theory," that such pregnancy interruption causes a cessation of cell differentiation.

19. The ABC-link fact sheet states: "Attempts to prove this theory, however, have failed." This statement is untrue and/or misleading because 17 independent studies throughout the world have substantiated the theory that induced abortion increases breast cancer risk by reporting positive associations that achieved statistical significance, including the only study yet published specifically commissioned by the National Cancer Institute to investigate the ABC link, the 1994 Daling

study. Moreover, the only published controlled experiments designed to test the theory linking termination of pregnancy and breast cancer have confirmed the link between termination of pregnancy and breast cancer.

20. The ABC-link fact sheet states that the 1997 study by Melbye et al., which is a cohort study rather than a case-control study., "benefited from its size - 1.5 million women." This statement is untrue and/or misleading because the ABC-link fact sheet notes small sample size as a limitation of many of the studies and repeatedly notes the size or number of subjects of a study throughout its presentation, creating the untrue and/or misleading impression that the. strength of the case-control and cohort studies can be compared by a direct comparison of the numbers of subjects observed. In fact, the strengths of case-control and cohort studies are not directly comparable based on the number of subjects observed, because cohort studies always require far greater numbers of subjects to achieve the same statistical power as case-control studies. The ABC-link fact sheet's discussion of the 1989 cohort study by Harris, et al., is untrue and/or misleading for the same reason. In addition, the size of the Melbye study was greatly exaggerated by its inclusion of many inappropriate subjects. Specifically, fully one-fourth of the Melbye cohort was born between the years 1968-1978, all of whom were under age 25 at the end of the study. Hence they were too young to account for more than 8 cases of breast cancer, while accounting for some 40,000 abortions. In like manner, the oldest one-fourth of the Melbye cohort, born between 1935-1945, contain most of the breast cancer patients, yet they were too old to have most of their abortion histories - which registry only commenced in 1973 recorded in the computer registry.

21. The ABC-link fact sheet states that the 1997 Melbye study avoided "one of the pitfalls observed in some case-control studies- that women with breast cancer were more likely to recall having had an induced abortion than women without breast cancer." This statement is untrue and/or misleading because in fact, only one study (not "some" studies) reported the observation of women with breast cancer being more likely to recall having an abortion than women without breast cancer. In this study, Lindefors-Harris et al. (1991), in claiming such a significant effect, relied on the dubious notion of "overreporting," i.e., that women with breast cancer had reported abortions that had not actually taken place. Importantly, the research team which had reported this observation retracted the notion of overreporting in a letter published in 1998. Defendant's statement is also untrue and/or misleading because it implies that so-called "recall bias" is an observed fact, when in truth, credible evidence of recall bias of the type that would produce an overestimation of the relative risk of breast cancer vis-a-vis abortion has never been published, .and several published studies provide evidence that such recall bias does not occur in studies of the link between induced abortion and breast cancer. The ABC-link fact sheet's discussion of recall bias is also misleading because immunity from recall bias is raised and characterized as a strength of the 1997 Melbye and the 1989 Lindefors-Harris study, which reported no overall risk increase, while immunity from recall bias is not raised and characterized as a strength of the 1989 Howe study, which found a positive association between induced abortion and breast cancer and employed a methodology that is not susceptible to recall bias.

22. The ABC-link fact sheet's presentation of the 1997 Melbye study states that the study "found no overall connection" between induced abortion and breast cancer and

implies that the study disproves that induced abortion is a cause of breast cancer. This statement and related discussion are untrue and/or misleading because they ignore the following ways in which the Melbye study clearly favors the view that estrogen overexposure due to induced abortion causes breast cancer over the view that so-called "recall bias" explains the association between induced abortion and breast cancer:

a. The study reported that "with each one week increase in the gestational age of the fetus... there was a 3 percent increase in the risk of breast cancer," so that among women who had second-trimester abortions breast cancer risk was higher by more than a third while among women who had abortions after 18 weeks the risk was almost doubled.

b. This trend of increasing risk with duration of pregnancy, which was itself statistically significant, is described in the Melbye study as in line with the hypothesis that breast cancer risk is increased by the prolonged estrogen exposure of early pregnancy not being followed by the protective hormonal milieu of late pregnancy. That is, the longer the breasts are exposed to the estrogen surge of pregnancy, the greater the expected risk increase.

c. Because of this study's cohort design, neither the trend of increasing risk with gestational age of the fetus at time of abortion nor the increased-risk among women who had second-trimester abortions found by the Melbye study can possibly be explained by recall bias.

23. The ABC-link fact sheet's characterization of the 1997 Melbye study as one of the strongest available is untrue and/or misleading as to the strength of the Melbye study, given the following defects and limitations of the study:

a. The 1997 Melbye study misclassified about 60,000 women who had had abortions as not having had abortions, and therefore its null overall finding likely resulted from a substantial underestimation of the actual overall relative risk.

b. The 1997 Melbye study was limited by failing to control for all confounding factors and by a limited follow-up period for part of the cohort.

c. The 1997 Melbye study commenced its registry of breast cancer cases in 1968, five years before the inception of the abortion registry, violating a fundamental rule of epidemiological research procedure (exposure must always precede outcome), and necessarily producing an underestimation of the relative risk.

24. The ABC-link fact sheet cites the 1989 Lindefors Harris study on Swedish women as evidence against a link between abortion and breast cancer but notes none of the limitations and/or flaws of the study. The ABC-link fact sheet's characterization of this study as one of the strongest available is untrue and/or misleading as to the strength of the study because the study estimated rather than directly counted the number of women in the cohort, was inexplicably and unjustifiably restricted to those women whose abortion occurred before age 30, had a short follow-up period, assumed that all women in the cohort were alive and living in Sweden at the end of follow-up, and did not adjust for parity and other potential confounders.

25. The ABC-link fact sheet states: "Studies Published During the Past 20 Years Offer Mixed Results." This characterization of the results as "mixed" and related discussion are untrue and/or misleading became they include studies which failed to distinguish between induced and

spontaneous abortion, even while acknowledging that induced and spontaneous abortions affect a woman's body differently. In this regard, the ABC-link fact sheet is also misleading when it presents the findings of the 1986 Hadjimichael study, which deals only with spontaneous abortions, as if that study were relevant to the increased risk of breast cancer caused by induced abortions. It is generally accepted that induced and spontaneous abortions must be studied separately in order to isolate the effects of induced abortion on breast cancer. By including these irrelevant studies, the ABC-link fact sheet obscures the fact that the overwhelming preponderance of the scientific evidence contained in relevant studies shows that induced abortion is a cause of breast cancer.

26. The ABC-link fact sheet states that before the 1997 Melbye study, "the body of published research showed inconsistent and inconclusive evidence – some found abortion to have a protective effect, others found a slightly elevated risk." This statement is untrue and/or misleading because in fact seven pre-1997 studies found a more than twofold overall elevated risk of breast cancer from induced abortion, which cannot be accurately characterized as a "slightly elevated risk."

27. The ABC-link fact sheet states that my 1996 comprehensive review and meta-analysis of the worldwide scientific literature "calculated that induced abortion places women at a slightly increased risk for developing breast cancer." This statement is untrue and/or misleading because in fact the meta-analysis reported an overall risk increase of thirty percent, which is not – and which my co-authors and I never characterized as – a slight risk increase. In fact, Dr. Smart Donnan, the editor-in-chief of the journal which published the meta-analysis, noted that the association documented in the meta-analysis "adds up to a large absolute

increase in risk with a very high prevalence of the underlying factor."

28. The ABC-link fact sheet states that the 1994 Daling study "was susceptible to reporting bias, since a breast cancer diagnosis may influence a woman's recall or disclosure of her reproductive history." This statement is untrue and/or misleading because it fails to explain that the study explicitly tested for reporting (or recall) bias and found none.

29. The ABC-link fact sheet states that the authors of the 1994 Daling study "reported that the study's limitations 'argue against a firm conclusion at this time' and called for further research." This statement is untrue and/or misleading because the phrase it selects for quotation from the Daling study is taken out of context. The phrase selected for quotation referred only to a particular subgroup of the study (i.e. those women with a history of abortion and a family history of breast cancer). The authors- in characterizing their overall results- concluded to the contrary, as follows" "Our data support the hypothesis that an induced abortion can adversely influence a woman's subsequent risk of breast cancer." Therefore, the ABC-link fact sheet is untrue and/or misleading because it misrepresents the conclusions of this study.

30. The ABC-link fact sheet states that a family history of breast cancer is associated with increased breast cancer risk, but does not mention the studies indicating a synergism between family history and induced abortion. This discussion is misleading because any discussion on induced abortion as a risk factor for breast cancer which mentions family history as a risk factor must, in order to accurately treat the role of family history as a risk factor, include those studies finding a synergism between a family history of breast cancer and

induced abortion. These studies find a significant increase in the risk of breast cancer in women who have both a family history of breast cancer and an induced abortion.

31. The ABC-link fact sheet characterizes dietary fat as a risk factor for breast cancer. The characterization of dietary fat as a risk factor, especially when coupled with the representation that induced abortion is not a risk factor, is untrue and/or misleading, because the evidence linking induced abortion with increased risk of breast cancer is much stronger than the evidence linking dietary fat with increased risk of breast cancer.

32. The ABC-link fact sheet states that "[t]he link between induced abortion and breast cancer is a theory whose principal promoters oppose abortion regardless of its safety." This statement is untrue and/or misleading because it implies that only those who oppose abortion acknowledge the credibility of the link between induced abortion and breast cancer. On the contrary, many of the scientists who conducted the studies finding a link between induced abortion and breast cancer do not oppose abortion.

33. The ABC-link fact sheet concludes: "The Planned Parenthood Position is That Abortion Poses no Demonstrated Health Risks...Because the research community has not reached a consensus on breast cancer and abortion, Planned Parenthood advises women who are considering terminating a pregnancy that there is no currently demonstrated health risk from abortion that would warrant basing a decision on that factor alone." These statements are untrue and/or misleading because breast cancer is indeed a demonstrated health risk of induced abortion. Moreover, I am personally aware of at least one woman who decided not to have an abortion as a result of

being informed about the scientific evidence linking induced abortion with increased breast cancer risk.

34. PPFA's and PPSDRC's answer of "No" to the question "Does abortion cause breast cancer?" is untrue and/or misleading, because the overwhelming preponderance of the evidence indicates that abortion does cause breast cancer, both by removing the protection against breast cancer to be gained by completing the pregnancy already in progress, and by increasing the risk of breast cancer independently of the loss of this protective effect.

35. PPSDRC's statement that "abortion does not offer the protection against breast cancer that having several full-term pregnancies does" is untrue and/or misleading, because it is universally acknowledged that the most important element of the protective effect of Nil-term pregnancy is the age at which the woman has her first full-term pregnancy, not the number of pregnancies.

36. PPFA's and PPSDRC's statements described infra are likely to mislead reasonable members of the public as to the safety of abortion, the safety of abortion vis-a-vis childbirth, and the link between induced abortion and breast cancer.

References

Adami H-O, Bergstrom R, Lund E, Meirik O. Absence of association between reproductive variables and the risk of breast cancer in young women in Sweden and Norway. *Br J Cancer* 1994;62:122-6

Althaus F. Digest: Does abortion increase the risk of breast cancer? Results of a meta-analysis and a cohort study differ. *Fam Plann Perspectives* 1997;29:90-1

Andrieu N, Clavel F, Gairard B, Piana L, Bremond A, Lansac J, Flamant R, Renaud R. Familial risk of breast cancer and abortion. *Cancer Detect Prev* 1994;18:51-5

Andrieu N, Duffy SW, Rohan TE, Le MG, Luporsi E, Gerber M, Renaud R, Zaridze DG, Lifanova Y, Day NE. Familial risk, abortion and their interactive effect on the risk of breast cancer-a combined analysis of six case-control studies. *Br J Cancer* 1995 ;72:744-51

Armstrong K, Eisen A, Weber B. Assessing the risk of breast cancer. *N Engl J Med* 2000;342:564-71.

Bliley T. Letter to Richard Klausner, MD, Director of National Cancer Institute, 1/12/99.

Brind J, Chinchilli VM, Severs WB, Summy-Long J. Induced abortion as an independent risk factor for breast cancer: a comprehensive review and meta-analysis, *J Epidemiol Community Health* 1996;50:481-496

Brind J, Chinchilli VM. Letter re: Induced abortion and the risk of breast cancer. *N Engl JMed*1997;336:1834-5

Brind J, Chinchilli VM, Severs WB, Summy-Long J. Letter re: induced abortion and risk for breast cancer: reporting (recall) bias in a Dutch ease-control study. *J Natl Cancer Inst* 1997;89:588-590

Brind J, Chinchilli VM. Letter re: Premature delivery and breast cancer risk. *Lancet* 1999;354:424

Brinton LA, Hoover R, Fraumeni JF Jr. Reproductive factors in the aetiology of breast cancer. *Br J Cancer* 1983 ;47:757-62

Bu L, Voigt L, Yu Z, Malone K, Daling J. Risk of breast cancer associated with induced abortion in a population at low risk of breast cancer. *Am J Epidemiol* 1995;141:S85 (abstr. 337)

Burany B. Gestational characteristics in women with breast cancer. *Jugosl Ginekol Opstet* 1979; 19:240-43 (in Serbo-Croatian)

Daling JR, Malone KE, Voigt LF, White E, Weiss NS. Risk of breast cancer among young women: relationship to induced abortion. *J Natl Cancer Inst* 1994;86:1584-92

Daling JR, Brinton LA, Voigt LF, Weiss NS, Coates R J, Malone KE, Schoenberg JB, Gammon M. Risk of breast cancer among white women following induced abortion. *Am J Epidemiol* 1996,144:373-80

Danmarks Statistik. Befolkningens bevaegelser 1994 (Vital statistics 1994). Copenhagen, Danmarks Statistiks trykkkeri 1996, p. 60.

Dorman S. Abortion, breast cancer, and impact factors - in this number and the last. *J Epidemiol Community Health* 1996;50:605

Dvoirin W, Medvedev AB. Role of women's reproductive status in the development of breast cancer. In: Methods and Progress in Breast Cancer Epidemiology Research, Tallin 1978;53-63 (in Russian)

Ewertz M, Duffy SW. Risk of breast cancer in relation to reproductive factors in Denmark. *Br J Cancer* 1988;58:99-104

Goldacre MJ, Kurina LM, Seagroatt V, Yeates. Abortion and breast cancer: a case-control record linkage study. *J Epidemol Community Health* 2001;55:336-7

Harris B-ML, Eklund G, Meirik O, Rutqvist LE, Wiklund K. Risk of cancer of the breast after legal abortion during first trimester: a Swedish register study. *Br Med J* 1989;299: 1430-2

Hirohata T, Shigematsu T, Nomura AMY, Nomura Y, Horie A, Hirohata I. Occurrence of breast cancer in relation to diet and reproductive history: a case-control study in Fukuoka, Japan. *Natl Cancer Inst Monogr* 1985;69:187-90

Howe HL, Senie RT, Bzduch H, Herzfeld P. Early abortion and breast cancer risk among women under age 40. *Int J Epidemiol* 1989;18:300-4

Klausner RD. letter to The Honorable Tom Bliley, Jr. February 19, 1999

Kunz J, Keller PJ. Hog, hpl, oestradiol, progesterone and afp in serum in patients with threatened abortion. *Br. J Ob Gyn* 1976;83:640-4

La Vecchia C, Negri E, Francesehi S, Parazzini F. Long-term impact of reproductive factors on cancer risk. *Int J Cancer* 1993;53:215-19

Laing AE, Demenais FM, Williams R, Kissling G, Chen VW, Bormey GE. Breast cancer risk factors in African-

American women: the Howard University tumor registry experience. *J Natl Med Assoc* 1993 ;85:931-9

Laing AE, Bonney GE, Adams-Campbell L, et al. Reproductive and lifestyle factors for breast cancer in African-American women. *Genet Epidemiol* 1994; 11:300

Lazovich D, Thompson JA, Mink P J, Sellers TA, Anderson KE. Induced abortion and breast cancer risk. *Epidemio12000;* 11:76-80

Le M-G, Bachelot A, Doyon F, Kramar A, Hill C. Oral contraceptive use and breast or cervical cancer: Preliminary results of a French case-control study. In: Wolff F-P, Scott JS, eds. Hormones... in human cancer aetiology. Amsterdam:Elsevier, 1984; 139-47

Lindefors-Harris B-M, Eklund G, Adami H-O, Meirik O. Response bias in a case-control study: analysis utilizing comparative data concerning legal abortions from two independent Swedish studies. *Am J Epidemiol* 1991; 134:1003-8

Lipworth L, Katsouyanni K, Ekbom A, Michels KB, Triehopoulos D. Abortion and the risk of breast cancer: a ease-control study in Greece. *Int. J Cancer* 1995 ;61:181-4

Luporsi E., in: Andrieu N, Duffy SW, Rohan TE, Le MG, Luporsi E, Gerber M, Renaud R Zaridze DG, Lifanova Y, Day NE. Familial risk, abortion and their interactive effect on the risk of breast cancer-a combined anal. of six case-control studies. *Br J Cancer* 1995;72:744-51

MacMahon B, Cole P, Lin TM, Lowe CR Mirra AP, Ravnihar B, Salber EJ, Valaoras VG, Yuasa S. Age at first

birth and breast cancer risk. *Bull grid Hlth Org* 1970;43:209-21

Marcus PM, Baird DD, Millikan RC, Moorman PG, Qaqish B, Newman B. Adolescent reproductive events and subsequent breast cancer risk. *Am J Public Health* 1999;89:1244-7

Melbye M, Wohlfahrt J, Olsen JH, Frisch M, Westergaard T, Helweg-Larsen K, Andersen PK. Induced abortion and the risk of breast cancer. *N Engl J Med* 1997;336:81-5

Moseson M, Koenig KL, Shore RE, Pastemack BS. The influence of medical conditions associated with hormones on the risk of breast cancer. *Int J Epidemiol* 1993 ;22:1000-8

Newcomb PA, Storer BE, Longnecker MP, Mittendorf R, Greenberg ER, Willett WC. Pregnancy termination in relation to risk of breast cancer. *JAMA* 1996;275:283-7

Newcomb PA, Mandelson MT. A record-based evaluation of induced abortion and breast cancer risk (United States). *Cancer Causes Control* 2000; 11:777-81

Nishiyama F. The epidemiology of breast cancer in Tokushima prefecture. *Shikoku Ichi (Shikoku Med J)* 1982;38:333-43 (in Japanese)

Palmer JR, Rosenberg L, Rao RS, Zauber A, Strom BL, Warshauer ME, Stolley PD, Shapiro S. Induced and spontaneous abortion in relation to risk of breast cancer (United States). *Cancer Causes Control* 1997;8:841-9

Pike MC, Henderson BE, Casagrande JT, Rosario I, Gray, GE. Oral contraceptive use and early abortion as risk factors for breast cancer in young women. *Br J Cancer* 1981 ;43:72-6

Royal College of Obstetricians and Gynecologists. The care of women requesting induced abortion. RCOG Evidence-based Guideline No. 7. London, RCOG Press 2000, pp. 29-30.

Rohan TE, in: Andrieu N, Duffy SW, Rohan TE, Le MG, Luporsi E, Gerber M, Renaud R, Zaridze DG, Lifanova Y, Day NE. Familial risk, abortion and their interactive effect on the risk of breast cancer-a combined anal. of six case-control studies. *Br J Cancer* 1995;72:744-51

Rookus MA, van Leeuwen FE. Induced abortion and risk for breast cancer: reporting (recall) bias in a Dutch case-control study. *J Natl Cancer Inst* 1996;88:1759-64

Rosenberg L, Palmer JR, Kaufman DW, Strom BL, Schottenfeld D, Shapiro S. Breast cancer in relation to the occurrence and time of induced and spontaneous abortion. *Am J Epidemiol* 1988;127:981-9

Russo J, Rivera R, Russo IH. Influence of age and parity on the development of the human breast. *Breast Cancer Res Treat* 1992;23:211-18

Russo J, Russo IH. Susceptibility of the mammary gland to carcinogenesis. *Am J Pathol* 1980;100:497-512

Sanderson M, Shu XO, Jin F, Dai Q, Wen WQ, Hui Y, Gao YT, Zheng W. Abortion history and breast cancer risk: results from the Shanghai Breast cancer study. *Am J Epidemiol* 2000; 151(abstract only)

Segi M, Fukushima I, Fujisaku S, Kurihara M, Saito S, Asano K, Kamoi M. An epidemiological study on cancer in Japan. *GANN* 1957;48(Suppl):1-63

Stewart DR, Overstreet JW, Nakajima ST, Lasley BL. Enhanced ovarian steroid secretion before implantation in early human pregnancy. *J Clin Endocrinol Metab* 1993 ;76:1470-6

Talamini R, Franceschi S, La Vecehia C, Negri E, Borsa L, Montella M, Faleini F, Conti E, Rossi C. The role of reproductive and menstrual factors in cancer of the breast before and after menopause. *Eur J Cancer* 1996;32A:303-10

Watanabe H, Hirayama T. Epidemiology and clinical aspects of breast cancer. *Nippon Rinsho* 1968;26:1843-9 (in Japanese)

Witt BR, Wolf GC, Wainwright C J, Johnston PD, Thomeycroft IH. Relaxin, CA-125, progesterone, estradiol, Schwangerschaft protein, and hCG as predictors of outcome in threatened and nonthreatened pregnancies. *Fertil Steril* 1990;53:1029-36

Wu AH, Ziegler RG, Pike MC, Nomura AMY, West DW, Kolonel LN, Horn-Ross PL, Rosenthal JF, Hoover RN. Menstrual and reproductive factors and risk of breast cancer in Asian-Americans. *Br J Cancer* 1996;73:680-6

Zaridze DG in: Andrieu N, Duffy SW, Rohan TE, Le MG, Luporsi E, Gerber M, Renaud IL, Zaridze DG, Lifanova Y, Day NE. Familial risk, abortion and their interactive effect on the risk of breast cancer-a combined anal. of six ease-control studies. *Br J Cancer* 1995;72:744-51

DATED this 14th of August, 2001.

/s/ _____
JOEL L. BRIND, PhD.

STATE OF NEW YORK)
)ss
County of Dutchess)

On this 14th day of August, 2001 before me, the undersigned, a Notary Public in and for the State of New York, personally appeared JOEL L. BRIND, Ph.D., known to me to be the person whose name is subscribed to the foregoing instrument, and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF; I have hereunto set my hand and affixed my official seal the day and year first above written.

(Notarial Seal)

/s/ _____

NOTARY PUBLIC FOR THE STATE OF NEW YORK

Residing at 50 Hissan Avenue. Marlboro, NY 12542
My Commission expires December 5, 2002

EXHIBIT 14

[000001]

STATE OF CALIFORNIA

SECRETARY OF STATE

CERTIFICATE OF STATUS
FOREIGN ASSOCIATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **29th day of September, 1997, PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.**, an association organized and existing under the laws of **NEW YORK**, complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in this State; and

That the above association is entitled to transact intrastate business in the State of California as of the date of this certificate, however, subject to any licensing requirements otherwise imposed by the laws of this State; and

That no information is available in this office of the financial condition, business activity or practices of this association.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of December 26, 2001.

/s/

BILL JONES
Secretary of State

[000002]

STATE OF CALIFORNIA

SECRETARY OF STATE

I, *BILL JONES,* Secretary Of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 26, 2000

/s/
Bill Jones
Secretary of State

FOLDOUT EXHIBIT

STATEMENT BY FOREIGN COPORATION

01-271783

FILED
SACRAMENTO, CALIF

SEP 24 2001

BILL JONES
SECRETARY OF STATE

State of California
Bill Jones
Secretary of State

STATEMENT BY FOREIGN CORPORATION

Filing Fee - Please see information section

IMPORTANT - Read Instructions Before Completing This Form

1. CORPORATE NUMBER: C 2057450

CORPORATE NAME:
Planned Parenthood Federation of America
810 Seventh Avenue
New York, N.Y. 10019

OFFICE OF THE SECRETARY OF STATE

For Filing Use Only

☐ IF THERE HAS BEEN NO CHANGE IN ANY OF THE INFORMATION CONTAINED IN THE LAST STATEMENT BY FOREIGN CORPORATION ON FILE WITH THE CALIFORNIA SECRETARY OF STATE, CHECK THE BOX AND PROCEED TO ITEM 11.

	STREET ADDRESS	CITY AND STATE	ZIP CODE
2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	810 Seventh Avenue	NY NY	10019
3. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	N/A	CITY	ZIP CODE
4. MAILING ADDRESS	# 2	CITY AND STATE: CA	ZIP CODE

LIST THE NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS: (The corporation must have these three officers. An officer may hold more than one office. The appropriate title for the officer may be added but do not alter or obliterate the form).

	NAME	ADDRESS	CITY AND STATE	ZIP CODE
5. CHIEF EXECUTIVE OFFICER	Gloria Feldt	810 Seventh Ave.	NY NY	10019
6. SECRETARY	Eve W. Paul	810 Seventh Ave	NY NY	10019
7. CHIEF FINANCIAL OFFICER	Larry Moreland	810 Seventh Ave.	NY NY	10019

8. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS:
☐ AN INDIVIDUAL RESIDING IN CALIFORNIA.
☒ A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO SECTION 1505 OF THE CALIFORNIA CORPORATIONS CODE.

AGENT'S NAME: CSC Lawyers Incorporating Service C1592199

9. ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL		CITY: CA	ZIP CODE

10. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION
Non-profit organization

11. I DECLARE THAT I HAVE EXAMINED THIS STATEMENT AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT AND COMPLETE.

57

GLORIA FELDT	Gloria Feldt	PRESIDENT	9/12/01
TYPE OR PRINT NAME OF SIGNING OFFICER OR AGENT	ORIGINAL SIGNATURE	TITLE	DATE

SO-250 (REV 3/01) — Approved by Secretary of State

BEST AVAILABLE COPY

000003

[000004]

STATE OF CALIFORNIA

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State ofthe State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 26 2000

/s/

Bill Jones
Secretary of State

[000005]

STATEMENT OF DESIGNATION
FOREIGN CORPORATION

SEPTEMBER 29, 1997

BILL JONES
Secretary of State

Planned Parenthood Federation of America, Inc., a corporation organized and existing under the laws of New York, makes the following statements and designation:

1. The address of its principal executive office is 810 Seventh Avenue, New York, NY 10019
(Insert complete address of principal executive office wherever located.)
DO NOT USE POST OFFICE BOX

2. The address of its principal office in the State of California is 333 Broadway, Third Floor, San Francisco, CA 94133
(Insert complete address of principal office in California.)
DO NOT USE POST OFFICE BOX

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete Either Item 3 or Item 4)

3. (Use this Paragraph if the process **agent is** a natural **person**.)

_____
a natural person residing in the State of California, whose complete address is _____

_____.

DO NOT USE POST OFFICE BOX

is designated as agent upon whom process directed to the undersigned corporation may be served within the State of Cailfornia, in the manner provided by law.

[000006]

4. (Use this paragraph if the process agent is a Corporation) CT Corporation System, a corporation organized and existing under the laws of Delaware, is designated as agent upon whom process directed to the undersigned corporation may be served within the State of California, in the manner provided by law.

NOTE: Before a corporation may be designated by any other corporation as an agent for service of process, a corporate agent must have complied with Section 1505, California Corporations Code.

5. The undersigned corporation hereby irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

Planned Parenthood Federation of American, Inc.

/s/_____
(Signature of Corporate Officer)

Mark A. Trozzi, Grp. VP & CFO
(Typed Name and Title of Officer Signing)

[000007]

State of New York)
) SS:
Department of State)

I hereby certify, that the certificate of incorporation of PLANNED PARENTHOOD FEDERATION OF AMERICA, INC. WAS FILED ON 04/22/1922, under the name of AMERICAN BRITH CONTROL LEAGUE, INC., as a Not-for-Profit corporation and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment AMERICAN BIRTH CONTROL LEAGUE, INC., changing name to BIRTH CONTROL FEDERATION FO AMERICA, INC., was filed 01/19/1939.

A Certificate of Amendment BIRTH CONTROL FEDERATION OF AMERICA, INC., changing name to PLANNED PARENTHOOD FEDERATION OF AMERICA, INC., was filed 02/18/1942.

***

Witness my hand and the official seal of the Department of State at the City of Albany, this 10th day of July, one thousand nine hundred and

ninety-seven.

/s/
Special Deputy Secretary of State

199707110444 51

[000008]

STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

September 29, 1997

In reply refer to
755:G :PTS

PLANNED PARENTHOOD FEDERATION OF AMERICA, INC.
C/O CHARLENE HALL-PICKEL
810 SEVENTH AVENUE
NEW YORK NY 10019

Purpose	:	EDUCATIONAL
Code Section	:	23701d
Form of Organization	:	Corporation
Accounting Period Ending	:	June 30

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

In the event of a change in relevant statutory, administrative,

judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax

[000009]

under section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 ½ months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

P. SHEK
EXEMPT ORGANIZATIONS

PROCESSING SERVICE BUREAU
Telephone (916) 845-4180
EO:
cc: SECRETARY OF STATE
REGISTRY OF CHARITABLE TRUSTS